

QCOSS Governance Manual	Governance System
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QCOSS Board Charter

October 2011

Please note: In other QCOSS documents e.g. constitution, sometimes the “Board” is referred to as a “Management Committee”. For consistency purposes, the word “Board” has been used throughout this document.

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(Please note: in many of the subheadings in the three sections are further subheadings. Details of these subheadings can be found at the beginning of each section.)

INTRODUCTION

In the last six months of 2004, the Board initiated an internal organisational project to produce a “Comprehensive Governance and Management Policy” Manual. The outcome of this project was this document, QCOSS Board Charter which has become part of the QCOSS Board member’s Induction Manual. The Charter has three major sections – Board Roles, Board Processes and Board Responsibilities. Minor updates have been made since 2004.

One of the major purposes of this manual is to clearly outline how the Board would fulfil its governance responsibilities as distinct from management responsibilities. Management responsibilities are delegated to the QCOSS Chief Executive Officer.

The Board has defined governance as “those matters associated with the processes of the Board and its members that ensure that the Board itself and the operations of the organisation are being performed in a way that best meet the objects of its constitution, its Mission, the needs of its membership, all legislative and contractual requirements and industry standards”.

Management Responsibilities are “those matters associated with the processes of the operation of the organisation”.

The Board has strived to produce a document that is clear, concise and capable of being implemented within the busy work commitments of people involved with this organisation. It is an expression of the Board’s accountability, identifying details of how the Board’s and the organisation’s performance will be monitored. In an attempt for clarity and consistency, the following words have been used throughout the document:

Board	(also means Management Committee)
Chief Executive Officer	(refers to the title of the senior employee responsible for the operations of the organisation)
Policy	(refers to organisational statements that provide guidance and mandatory requirements for the internal operations of the organisation)
Social Policy	(refers to statements that are developed about particular issues/topics about the needs of disadvantaged Queenslanders, their families and communities)

The following documents must be acknowledged for their contribution in some way to the development of this manual:

- Peak Care Governance Workshop, 15 August 2003
- Allan Hough, Governance Training Workbooks
- Geoffrey Kiel and Gavin Nicholson “Boards That Work”, McGraw – Hill (2003)
- David Fishel, “The Book of The Board: effective governance for non-profit organisations”, Federation Press, 2003
- Standards Australia “Corporate Governance” 2003 (including AS8000-2003 Good Governance Principles; AS8001-2003 Fraud and Corruption Control; AS8002-2003 Organisational Codes of Conduct; AS8003-2003 Corporate Social Responsibility; AS8004-2003 Whistleblower Protection Programs for Entities)
- Pam Searle and Margaret Endicott “Management Committee Charter Resource” 2004

Section 1. Board Roles

1.1 Role of the Board

1.2 Membership and Structure of Board

- 1.2.1 Size
- 1.2.2 Commitment expected of Board members
- 1.2.3 Knowledge/Understanding/Experience of Board
- 1.2.4 Eligibility for Election
- 1.2.5 Election of Board Members
- 1.2.6 Board Membership rules – resignation and removal from Board
- 1.2.7 Vacancies on Board
- 1.2.8 Role of Executive
- 1.2.9 Role of Sub-Committees

1.3 Roles of Particular Office Bearers, Regional Members and ACOSS Appointee

- 1.3.1 President
- 1.3.2 Vice President
- 1.3.3 Secretary
- 1.3.4 Public Officer
- 1.3.5 Treasurer
- 1.3.6 ACOSS Appointee
- 1.3.7 Role of Regional Members
- 1.3.8 Role of All Board Members

1.4 Code of Behaviour

1.5 Conflict of Interest

1.6 Governance Standards

Appendices

- A1: New Board Member Checklist
- A2:
 - a. Annual Code of Ethics Statement
 - b. Annual Disclosure Statement
 - c. Annual Statement of Interest

1.1 Role of the Board

The governance of the Association shall vest in the Board. (Constitution 11(1))

The Board is the governing body of the Queensland Council of Social Service and is responsible for the attainment of the objects of the Council, the determination of policy, general organisation and direction of the Council and representation of the interests of the members of the Council and their client groups. Its primary function is to determine matters of principle and policy, rather than matters of detailed day-to-day management. It shall have the general control of the affairs, property and funds of the Council. (Constitution 14.1)¹

More specifically, the QCOSS Board is accountable to its membership and performs 6 key responsibilities:

1. Provide leadership and representation by:

- 1.1 Developing and maintaining a direction for the organisation through strategic and operational planning and performance monitoring processes.
- 1.2 Identifying actions, delegations or appointments that ensure QCOSS's voice for low income and otherwise disadvantaged individuals, families and communities is represented in professional, government and community arenas.
- 1.3 Identifying actions, delegations or appointments that ensure QCOSS's is representing its membership across the social, community and health sectors
- 1.4 Developing and maintaining feedback, complaints, dispute resolution processes and other mechanisms that ensure QCOSS is accountable and responsive to its members.

2. Maintain effective governance by:

- 2.1 Ensuring the activities of the organisation align with the Objects identified in QCOSS's Constitution.
- 2.2 Operating as a well functioning and supportive Board in accordance with governance best practice.
- 2.3 Ensuring QCOSS has policies and procedures to meet legislative requirements and industry good practice.
- 2.4 Ensuring QCOSS is compliant with any contractual agreement to which the organisation is a signatory.
- 2.5 At the first meeting of the board after each Annual General Meeting:
 - (a) Confirming or appointing a member of the Board to act as the Board's appointee to the ACOSS Board – this appointment is for a period of two years.
 - (b) Confirming the membership of the Executive to include President, Vice President, Secretary, Treasurer, ACOSS Appointee and a sixth member who shall be nominated from amongst the ordinary committee members.
 - (c) Reviewing and approving the Board delegations to the Executive and the Chief Executive Officer for the coming year.
 - (d) Reviewing and approving the reporting schedule through which the Chief Executive Officer will be accountable to the Board.
- 2.6 Appointing the Chief Executive Officer and monitoring the satisfactory performance of the delegations of the Chief Executive Officer.

¹ Noted for consideration in Review of Constitution 2005

- 3. Oversee financial and asset management by:**
 - 3.1 Ensuring that QCOSS is compliant with accepted financial standards and its own financial policies as adopted from time to time by the Board.
 - 3.2 Approving an Annual Core Budget and Project budgets and monitoring expenditure against these approved budgets.
 - 3.3 Ensuring QCOSS's financial sustainability through prudent investment and effective risk management practices.
 - 3.4 Ensuring that the assets are maintained and kept in safe and working order.

- 4. Oversee the workforce by:**
 - 4.1 Establishing the framework for human resource management for the organisation.
 - 4.2 Ensuring that performance appraisal systems are implemented and reported on as required
 - 4.3 Participating in/supporting the recruitment and hiring of senior staff of the organisation (above Level 8) who are taking up positions of longer than 12 months; at the discretion of the Chief Executive Officer participate in/support the recruitment and hiring of senior staff of the organisation at Level 8 who are taking up positions of longer than 12 months.
 - 4.4 Taking a proactive approach to staff development.

- 5. Ensure the Organisation and the Board itself are compliant with their legal obligations under the Associations Incorporation Act by:**
 - 5.1 Maintaining a registered office for the association where a document can be serviced personally (thus it cannot be a post office box) (section 17)
 - 5.2 Complying with its rules about calling and holding general meetings of members (section 57)
 - 5.3 Preparing financial statements within six months of the close of the financial year or more frequently if the rules of the association so provide (section 59)
 - 5.4 Arranging for the financial statements to be audited by a completely independent person (section 59)
 - 5.5 Complying with the directions of the Office of Fair Trading regarding publication of the annual financial statements (section 59)
 - 5.6 Electing or appointing a secretary (section 65)
 - 5.7 Not leaving the position of secretary vacant for more than one month (section 65)
 - 5.8 Ensuring the secretary resides in Queensland or no more than 65 kilometres from its border (section 66)
 - 5.9 Notifying any changes in secretary to the Office of Fair Trading within 1 month (section 68)
 - 5.10 Holding public liability insurance (section 70)

- 6. Utilise continuous quality improvement in the organisation by:**
 - 6.1 Ensuring evaluation and risk assessment and management processes are developed, documented and implemented for the organisation's activities.
 - 6.2 Ensuring a culture of critical reflection and continuous quality improvement across both staff and the Board.
 - 6.3 Ensuring a proactive approach to the development of access to an appropriate suite of governance skills for the Board either through co-option of external expertise or opportunity for members to develop the required skills.

1.2 Structure and Membership of the Board

1.2.1 Size

In accordance with the QCOSS Constitution 11.2:

- (1) The maximum number of Board members shall be 15. The Board shall consist of:
- a President;
 - a Vice President;
 - a Treasurer;
 - a Secretary; and
 - not more than 11 additional members.

At least five members of the Board shall be regional members (Constitution 11.3(a)(iii)).

Regional members shall mean a member who resides in regional centres beyond the local government boundaries of Brisbane City Council, Ipswich City Council, Logan City Council, Moreton Bay Regional Council or the Redland City Council. (Constitution 11.3 (a) (iii)).

1.2.2 Commitment expected of Board Members

It is expected that each member of the Board will commit to:

- the principles of Social Justice and the concept of social inclusion;
- QCOSS being a strong voice for social justice in Queensland aligned with the objects in its constitution;
- maintaining the integrity of QCOSS as a voice for disadvantaged persons by a commitment to engage with them and develop an understanding of their issues;
- maintaining the integrity of QCOSS as a voice for issues of significance to the social, community and health sectors through a commitment to engagement with the organisations and networks that make up QCOSS's membership and constituents;
- preparing for and attending bi-monthly meetings of the Board, except where that Board Member has a reasonable excuse, properly communicated to the President – Board members who are not attending a majority of meetings in any one year are not properly fulfilling their role;
- in making decisions, giving the best interests of QCOSS primacy;
- supporting the agreed strategic direction of the organisation;
- working positively and constructively with other Board members and staff;
- utilise the organisation's grievance processes when necessary.

1.2.3 Knowledge/Understanding/Experience required of the Board

It is recognised that the Board requires a breadth and depth of knowledge, understanding and experience in carrying out its responsibilities. It is desired that the knowledge, expertise and experience of ALL Board members combine together to meet the following requirements:

An understanding of best practice in management of an Incorporated Association:

- Financial and Asset Reporting and Responsibilities;
- Legal and Governance requirements;
- Human Resource Management;
- Effective Meeting Procedures;
- Members roles and processes for their participation;
- Strategic and Operational Planning; and

Risk Management Practices. An understanding of the business of the organisation:

- The social, community and health sectors – particularly the not-for-profit part of the industry – the role, trends and issues;
- The development and critique of social and economic policy;

- The advocacy process – bringing our message to the community and government; and
- The impact of culture – that of the Aboriginal and Torres Strait Islander community and the community of persons from diverse cultural and linguistic backgrounds.

1.2.4 Eligibility for election

Only individual members may be elected to the Board. If they are not members at the time they are elected they must become one by the first Board meeting following their election (QCOSS Constitution 11.4)

The composition of the 15 Board members is made up of:

up to 13 people who are nominees of the voting members, elected by the AGM who:

- Cannot be a government employee, nor

An employee or a person having a controlling interest in a for-profit organisation (QCOSS Constitution 11.3) AND up to two persons who are nominated by the Board, may be elected by the general meeting, to provide specific skills and expertise for the good governance of the organisation. These Board members may be an employee or a person having a controlling interest in a for-profit organisation or an employee, volunteer or service user of a not for profit organisation.

In addition, all board members must be adults. In accordance with the Associations Incorporation Act Section 61A, a person is not eligible to be elected if they have a criminal record and the rehabilitation period has not expired, or the person is an undischarged bankrupt.

1.2.5 Election of Board members

The members of QCOSS annually elect Board members in accordance with the constitution Section 11 and 20.

All members of the Board shall be elected for a term of two years (Constitution 11.9)

1.2.6 Board membership rules – resignation and removal from board

- *Any members of the Board may resign from membership of the Board at any time by giving notice in writing to the secretary* (Constitution 12.1). Note that Board members wishing to apply for employment vacancies or available consultancies must resign from the Board prior to making that application. (see Conflict of Interest below)

There are three ways that a board member may be removed from their board position:

- (i) the person is removed from office at a general meeting of the association if a majority of the members present at the meeting vote in favour of removing the member. Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (ii) the person no longer fulfils the criteria for Board members set out in clause 11
- (iii) the person fails to attend three consecutive meetings without providing apologies

1.2.7 Vacancies on Board

As outlined in the Constitution 13, *the Board shall have the power, at any time, to appoint any member of QCOSS to fill a casual vacancy on the Board until the next annual general meeting.*

The continuing members of the Board may continue to act with casual members making up the Quorum, but if their numbers fall below the quorum required, they can only act to bring the numbers back up to the required number, or to call a general meeting.

In accordance with the Associations Incorporations Act Sections 64 and 69, the position of board member must be vacated if the member dies, becomes bankrupt, becomes a patient within the meaning of the Mental Health Act 1974, or is convicted of an offence under the Act or a criminal offence.

1.2.8 Role of the Executive

The Executive is comprised of the President, Vice President, Secretary, Treasurer and any other members appointed by the Board.

The Executive has responsibility for:

- Performing the responsibilities delegated by the Board annually and report accordingly, as outlined in the Board Responsibilities and Delegations document (can be found in section 3 of this Charter)
- Meeting at least monthly
- Reporting to the Board regularly

1.2.9 Role of Sub-Committees

Sub-committees are one way of distributing the workload of the Board, utilising the expertise of association members and others by inviting members to participate in QCOSS Board sub-committees or working groups (for the sake of convenience all called “sub-committees” for the purposes of this document). On occasion, the Board will form sub-committees to address a specific issue, within a set timeframe.

In setting up a sub-committee, the Board will:

- Identify the specific task that is to be performed.
- Approve Terms of Reference including delegated authorities
- Keep sub-committees small in size (three to five is ideal)
- Formally establish the sub-committee at a Board meeting and choose one person as a Convenor. The Convenor will be a member of the Board. This position is responsible for calling meetings, co-ordinating the sub-committee’s activities and reporting to the Board.
- Make sure everyone is clear about what has to be done and who is going to do it and when. A minute-taker should be nominated at each meeting and minutes and reports should be distributed to the members of the sub-committee and the Chief Executive Officer. Each sub-committee should report to the full Board or Executive, as required in their Terms of Reference.
- Identify resources available

Each sub-committee is responsible to the full Board.

1.3 Roles of Particular Office Bearers and ACOSS Appointee

1.3.1 President

The President needs to be able to:

- demonstrate a commitment to QCOSS Strategic Directions, have a very good understanding of QCOSS's work in the community and be able to publicly articulate this, when required
- assure the integrity of the Board's process in accordance with QCOSS's constitution, governance policies and organisational procedures and systems; and
- provide leadership to the board

The President has the following responsibilities:

- Ensure that Board's actions and behaviour are consistent with its own rules and external requirements
- Prepare the agenda with the Secretary and/or Chief Executive Officer of the service.
- Ensure board papers are sent to Board members before each meeting
- Chair regular board meetings, with all the commonly accepted power of that position including:
 - Make sure regular Board meetings are held
 - Prioritise agenda items and if necessary, set time limits
 - Lead the meeting through the agenda, keeping discussion relevant and decision making clear and encouraging broad participation. (Make sure everyone gets a chance to talk)
 - Note motions and amendments (with the secretary) and put these to the meeting to vote on
 - Once accepted, sign the minutes of the previous meeting as an accurate record
 - Make sure meetings are run in accordance with the association's constitution or rules. e.g. check that a quorum is present.
 - Confine meeting discussion content to those issues that, according to Board policy, clearly belong to the Board, not the Chief Executive Officer to decide.
 - Encourage and enable all Board members to make a contribution to the Board's deliberations.
- Chair Executive meetings, ensuring that members of the Executive are performing their roles and that the Executive itself is operating within its delegations and meetings its reporting obligations to the Board.
- Act as the Spokesperson (this role can be delegated as long as the Board is clear about who it is and what the role means). e.g.
 - Take public responsibility for the work of QCOSS Inc
 - Sign and write official letters e.g. letters to government departments, letters concerning important changes to policy
- Maintain regular contact with the Chief Executive Officer to ensure effective monitoring by the Board
- Ensure that the maintenance of respectful relationships and flow of information between the Chief Executive Officer and the Board necessary for sound governance occurs.
- Guide the ongoing effectiveness and development of the Board and individual Board members
- Make urgent decisions using the agreed decision making process e.g. in consultation with the Executive.
- Unilateral responses to public in line with QCOSS's objectives and positioning on social policy

The President has no authority to change Board decisions or matters of policy.

1.3.2 Vice President

The vice-president is to assist the position of President in carrying out his or her duties and takes delegation of the President's responsibilities when the president is not available.

The Vice President has responsibility for:

- Taking the place of the President at official functions,
- Chairs meetings when the President cannot be there
- Signs and writes official letters when the President is unable to do so

1.3.3 Role of Secretary

The secretary is a key person under the Associations Incorporation Act and focuses on the maintenance of records of the Association with the Department. If the obligations are not carried out, there is the possibility of this person committing an offence.

The Secretary has responsibility for:

- Meeting the requirements of the Associations Incorporation Act:
 - Responsible for ensuring the change of records for any land owned by the Association on its incorporation and afterwards
 - Obtain a statutory declaration or amendment of the rules
 - Provide members with a copy of the Association's rules on request and payment of reasonable charges
 - Ensure that the rules are in a legible state
 - Ensure that annual financial statements and other documents are lodged in a timely manner
 - Notify the Department of change of officers
 - Notify the Department of address changes
 - Notify the Chief Executive Officer of the association's insurance
- Ensure that the minutes of the board and Association meetings are true and accurate and signed
- Be a signatory to countersigning the affixing of the Association's seal
- Ensure that new members are approved, the register of members is kept-to-date and allow members to inspect it upon request
- Coordinate meetings of the board and general and special meetings of the Association in accordance with the Constitution's requirements
- Given notice for convening all general meetings and meetings to hear membership appeals.
- Participate in Executive meetings

The Chief Executive Officer ensures that assistance is provided to the Secretary in particular tasks for the smooth running of the Board.

1.3.4 Role of Public Officer

With the introduction of the "A New Tax System (Australian Business Number) Act 1997, a non-profit entity must appoint a Public Officer for the purposes of being the authorised signature and for making enquiries about its tax affairs with the Australian Taxation Office. It is possible for the Public Officer to then delegate these authorities to other people in the organisation.

The Board is required to appoint the Public Officer, though it does not have to be a Board member. It has been QCOSS's practice to appoint the Financial Administrator to this position. This appointment is confirmed annually at the first Board meeting after the Annual General Meeting.

Under the law, a change in public officer must be notified within 28 days after becoming aware of the change. The Chief Executive Officer will assist the completion of the correct form for the change of these details.

QCOSS is eligible for Income Tax Exempt Charity (ITEC) and is not eligible for the Deductible Gift Recipient (DGR). Thus QCOSS does complete an ITEC self-assessment each year.

1.3.5 Role of Treasurer

The Treasurer has the responsibility for the financial management of the Association, according to the terms of the funding agreement and Constitution.

The Treasurer has responsibility for:

- Making sure proper books of account are kept and that these books show all monies received and all monies paid
- Ensuring staff get paid the correct wages, and all their entitlements e.g. travel allowance on time, and according to the Industrial Agreement
- Being one of the signatories to the cheque accounts
- Making sure monthly and quarterly financial reports are produced and are available at Executive meetings
- Presenting financial reports at Board meetings or as required. (This includes ensuring that Board members understand financial reports)
- Making sure that an annual budget is prepared at the beginning of each financial year.
- Giving advice to the Board about QCOSS's financial affairs
- Making sure at least an audit of the books is prepared each year (if required by the constitution, a funding body or by Board decision)
- Making sure that the accounts of the Association, showing the financial position at the end of the preceding financial year, are submitted to members at the Annual General Meeting
- Making sure the financial management requirements of funding bodies are met
- Taking a lead in the long term financial viability of the organisation
- Ensuring the funds are not mismanaged through:
 - Financial Policies and Procedures being in place and reviewed annually
 - All books and documents of a financial nature are safely kept

1.3.6 QCOSS Representation on the ACOSS Board

QCOSS is strongly linked to the ACOSS and there is a commitment of working together that is outlined in a memorandum of agreement.

ACOSS is governed by a 20 member honorary board who are elected for a two year term by its membership. Eight of these positions are set aside for each state and Territory COSS.

The primary responsibility of the ACOSS Board relates to the making of policy, setting strategic direction and governance of the Council.

The President shall represent QCOSS on the ACOSS Board.

The Chief Executive Officer of QCOSS may attend the ACOSS Board meetings, if invited, in a non voting capacity and it is important that the QCOSS representative works closely with the Chief Executive Officer to ensure Queensland's representation reflects the direction of QCOSS and its membership.

The President should provide a report to every QCOSS Board meeting to ensure QCOSS Board is aware of Federal activities and the interrelationship issues of ACOSS, QCOSS and the other state and territory COSSs.

Costs for attending the ACOSS Board meeting are generally met by ACOSS. Incidentals costs are met by QCOSS.

Further reading; ACOSS Constitution; ACOSS/State COSSs MOU.

1.3.7 Role of Regional Members

Regional members nominated and elected to the Board do not represent specific geographical areas or regions; but are representative of the vast experience, diversity and collective wisdom of regions outside of the Brisbane environs.

Regional Board members represent issues that are pertinent and unique to the membership outside of the Brisbane environs.

1.3.8 Role of All Board Members

Each Board member has a responsibility to:

- Abide by QCOSS's commitment and values as articulated in the Strategic Plan,
- Observe the rules of the QCOSS Board Meetings and when unable to attend, send apologies (constitutionally, if three consecutive meetings are missed without an acceptable apology, a Board member is required to step down from the Board);
- Upon election,
 - Familiarise themselves with the board's responsibilities including participating in a Board induction process;
- After each Annual General Election, agree to, complete, sign and submit:
 - A Statement of Commitment outlining the role of a QCOSS Board member, code of behaviour and conflict of interest procedure (Proforma can be found at the end of this section)
 - A Statement of Disclosure whereby a Board member is asked to list any personal affiliations, professional affiliations, business dealings, dealings with other boards etc that may lead to any real or perceived conflicts of interest with QCOSS (Proforma can be found at the end of this section)
 - A Statement of Interest that can published on QCOSS's website and in other materials to promote the membership of the QCOSS Board (Proforma can be found at the end of this section)
- Make reasonable inquiries to ensure that QCOSS is operating efficiently, effectively and legally towards achieving its goals in accordance with the Board responsibilities and delegations;
- Declare their conflict of interest, the conflict of interest of others and participate in Board discussions determining whether a conflict of interest exists.
- Serve on board sub-committees as required;
- Attend annual planning events and other board activities as required;
- Represent QCOSS in a positive way;
- Only publicly speak on behalf of QCOSS when prior Board approval has been given. To avoid confusion particularly if a QCOSS staff is present at the same public forum, be publicly clear about whom you are representing at the meeting, whether this be QCOSS or some other organisation.
- Keep QCOSS Board documents in a confidential place.

1.4 Code of Behaviour

Each Board Member is expected to abide by the following code of behaviour:

- Discharge their duties as a Board member in good faith and honesty in the best interests of QCOSS with the level of skill and care expected.
- Use the powers of office for proper purpose, in the best interests of QCOSS as a whole.
- Act with required care and diligence.
- Not make improper use of information gained through their position as a Board member
- Follow any grievance procedures set down by the QCOSS Board, to try to resolve any conflict with staff or members.
- Not act on QCOSS matters without the consent of QCOSS Board, including not interfering in the day-to-day operations of QCOSS.
- Not abuse, physically or verbally any staff or members of QCOSS.

1.5 Conflict of Interest

Each Board member is required to abide by the following conflict of interest procedures:

- Upon election, all QCOSS board members will make a full written disclosure of interests, relationships and holdings that could potentially result in a conflict of interest. This written disclosure will be kept on file, will be updated as appropriate and at least annually. A summary of all disclosures will be provided to the Board within three months of the Annual General Election.
- When ad hoc matters arise, Board members will fully disclose any potential or real conflicts as soon as reasonably practical to the President or Chief Executive Officer as appropriate.
- At the commencement of all meetings, Board Members and the Chief Executive Officer will declare any conflicts or potential conflicts arising from agenda items.
- The presence of a conflict of interest will normally require:
 - Full and accurate disclosure to the Board as soon as reasonably practical and prior to Board discussion of the matter
 - Abstention from discussion / involvement relating to the matter
 - Abstention from decision making relating to the matter
 - All declarations will be minuted

However,

- The Board will decide if the Chief Executive Officer is required to absent themselves from discussion of the matter.
- The Board may decide to grant exception to the principle of involvement and discussion in a matter of potential or real conflict after a conflict has been declared, considered, ratified and recorded.
- In the case of a significant conflict of interest the Board may consider methods to ensure that the Chief Executive Officer or employee does not have access to further information in relation to the matter for the duration of the conflict.
- An irresolvable conflict of interest arises where a Board member is directly appointed as a consultant or as an employee of QCOSS. Board members wishing to apply for employment vacancies or available consultancies must resign from the Board prior to making that application.

1.6 Checklist for Governance Standards

The following checklist is provided to assist you understanding your obligations to meet governance standards.

BOARD MEMBER CHECKLIST TO MEET GOVERNANCE STANDARDS

☛ Duty of good faith and proper purpose

As Board Member, you are required to be honest and loyal in the dealings with each other and the organisation. You must comply with the spirit, as well as the letter of the law, and with this document. This is a duty owed to the “organisation as a whole” – decisions must be made in the interests of the overall organisation.

Reasonableness must be demonstrated in their decisions.

You as well as all Board members, must not advance the interests of any one group whatever, but always make decisions purely in the interests of the organisation as a whole and for its purposes.

☛ Duty of care and diligence

As a Board member, you can act carefully and diligently by:

- Being well prepared – read board paper in advance of meetings (and require staff to provide them)
- Attending all meetings with only limited exceptions
- Asking questions at those meetings and seek further information, especially if you do not understand the information presented
- Attending the office of the company to see that it operates as the Board members are told it operates
- Attending functions and activities of the organisation, for the same reason
- Putting in place systems to check the compliance by the organisation with laws, policies of the board and industry standards
- Not engaging in conduct likely to bring discredit to the organisation
- Provide leadership for the directions of QCOSS at the annual planning session
- Participating in the development of an Annual Operational Plan for the Board
- Ensuring your understanding of strategic plan and organisational policies
- Participating in on-going professional Board development process
- Participating in working parties as required
- Performing other tasks as requested by the board
- Ensuring that QCOSS is meeting all of the requirements of the funding bodies and service agreements
- Assisting QCOSS to develop and maintain a quality system of management and review

☛ Misuse of position or information, conflict of interest, and confidentially

As a Board members, you must not use the information obtain by being a member of the board, for any purpose other than for the business of the organisation. Any information or document generated for the purposes of the Board’s deliberation is deemed to be confidential unless specified by the Board. You must abide by QCOSS’s conflict of interest procedures to avoid misusing your position in the following circumstances:

- Involvement in decision making while having a competitive or dual interest in a contract or transaction QCOSS is a party to
- Using confidential QCOSS information inappropriately
- Using QCOSS property inappropriately
- Misusing your office for personal gain
- Gaining personal financial benefits from QCOSS business relations
- Hiring staff or contractors who are closely associated or personally related
- Involvement in other organisations whose roles conflict with QCOSS mission and objectives (e.g. conflict of interest due to political affiliations)

Appendices

- A1. New Board Member Checklist**
- A2. Board Members' Annual Statements:**
 - a. Statement of Commitment**
 - b. Disclosure Statement**
 - c. Statement of Interest**

Appendix A1:

New Board Member Checklist

This checklist has been prepared for new Board members upon their successful election to the Board at an Annual General Meeting. It outlines a series of steps that will enable a new Board member to build a shared understanding of their obligations, the governance processes of the Board and the operational work of the organisation.

Step 1: You will receive a letter welcoming them to the Board, the date of the next meeting and an information package. The information package will contain:

- Minutes of previous Board Meeting
- Board Member Code of Conduct and Disclosure Statements
- Statement of their interest and skills development, and goals and aspirations for QCOSS which will published on QCOSS website
- Travel Policy and Procedures for Board members

Step 2: You will need to return to QCOSS office within 2 weeks of receipt:

- Board Member Code of Conduct and Disclosure Statements
- Statement of their interest and skills development, and goals and aspirations for QCOSS which will published on QCOSS website

Step 3: QCOSS office will make arrangements for your travel to attend the Induction Session and first Board meeting. You will also receive an Induction Program

Step 4: You will be required to attend an Induction Session for QCOSS Board members that is held at the beginning of the first QCOSS Board meeting.

If you have any queries, contact the Chief Executive Officer at any time.

Appendix A2:

QCOSS Board Members' Annual Statements

INTRODUCTION

After the Annual General Meeting, each elected Board member is required to agree to, complete, sign and submit the following three statements:

- A Statement of Commitment outlining the role of a QCOSS Board member, code of behaviour and conflict of interest procedure;
- A Statement of Disclosure whereby a Board member is asked to list any personal affiliations, professional affiliations, business dealings, dealings with other boards etc that may lead to any real or perceived conflicts of interest with QCOSS; and
- A Statement of Interest that contains information that can be published on QCOSS's website and in other materials to promote the membership of the QCOSS Board.

These forms need to be returned to the Chief Executive Officer as soon as possible upon receipt, to enable documents to be prepared for the Board Induction, held at the first Board meeting after the Annual General Meeting.

A: STATEMENT OF COMMITMENT:

As an elected QCOSS Board member, I will:

- Abide by QCOSS's commitment and values as articulated in the Strategic Plan,
- Observe the rules of the QCOSS Board Meetings and when unable to attend, send apologies (constitutionally, if three consecutive meetings are missed without an acceptable apology, a Board member is required to step down from the Board);
- Upon election,
 - Familiarise myself with the board's responsibilities including participating in a Board induction process;
- After each Annual General Election, agree to, complete, sign and submit this Statement of Commitment, a Statement of Disclosure and a Statement of Interest
- Make reasonable inquiries to ensure that QCOSS is operating efficiently, effectively and legally towards achieving its goals in accordance with the Board responsibilities and delegations;
- Declare their conflict of interest, the conflict of interest of others and participate in Board discussions determining whether a conflict of interest exists.
- Serve on board sub-committees as required;
- Attend annual planning events and other board activities as required;
- Represent QCOSS in a positive way;
- Only publicly speak on behalf of QCOSS when prior Board approval has been given. To avoid confusion particularly if a QCOSS staff is present at the same public forum, be publicly clear about whom you are representing at the meeting, whether this be QCOSS or some other organisation.
- Keep QCOSS Board documents in a confidential place.

In addition, I will:

- Discharge my duties as a Board member in good faith and honesty in the best interests of QCOSS with the level of skill and care expected.
- Use the powers of office for proper purpose, in the best interests of QCOSS as a whole.
- Act with required duty of care and diligence.
- Not make improper use of information gained through my position as a Board member
- Follow any grievance procedures set down by the QCOSS Board, to try to resolve any conflict with staff or members.
- Not act on QCOSS matters without the consent of QCOSS Board, including not interfering in the day-to-day operations of QCOSS.
- Not abuse, physically or verbally any staff or members of QCOSS.

I will also abide by the following conflict of interest procedures:

- Upon election, all QCOSS board members will make a full written disclosure of interests, relationships and holdings that could potentially result in a conflict of interest. This written disclosure will be kept on file, will be updated as appropriate and at least annually. A summary of all disclosures must be provided to the Board within three months of the Annual General Election.
- When ad hoc matters arise, Board members will fully disclose any potential or real conflicts as soon as reasonably practical to the President or Chief Executive Officer as appropriate.
- At the commencement of all meetings, Board Members and the Chief Executive Officer will declare any conflicts or potential conflicts arising from agenda items.
- The presence of a conflict of interest will normally require:
 - Full and accurate disclosure to the Board as soon as reasonably practical and prior to Board discussion of the matter
 - Abstinance from discussion / involvement relating to the matter
 - Abstinance from decision making relating to the matter
 - All declarations will be minuted

However,

- The Board will decide if the Chief Executive Officer is required to absent themselves from discussion of the matter.
- The Board may decide to grant exception to the principle of involvement and discussion in a matter of potential or real conflict after a conflict has been declared, considered, ratified and recorded.
- In the case of a significant conflict of interest the Board may consider methods to ensure that the Chief Executive Officer or employee does not have access to further information in relation to the matter for the duration of the conflict.

I have read the above and agree to abide by the outlined Board member's role, the code of behaviour and to utilise the conflict of interest procedure when necessary.

Name:

Position:

Signature:

Date:

B: ANNUAL DISCLOSURE STATEMENT

(In accordance with QCOSS Privacy Policy, QCOSS is committed to ensuring the privacy of information collected in this statement. It will be collected and stored in a secure file for 12 months. It will be compiled along with all Board members and Chief Executive Officer’s Disclosure forms into a report for the Board. This written report will ONLY be made available to Board members and the Chief Executive Officer for the purposes of transparent governance. At the completion of the 12 month period (estimated to be after the next Annual General Meeting), it will be destroyed).

Name:

QCOSS Board Position:

I have been informed about QCOSS’s Board Member’s conflict of interest procedure (see Statement of Commitment) and I agree to bring to the attention of the Board any real or perceived conflicts of interest that may arise during the course of my membership of the QCOSS Board.

Such conflicts include, but are not limited to, personal affiliations, professional affiliations, business dealing, dealings with other boards and so forth.

I have current membership and/or actively involvement in the following types of organisations:

- Boards, Management Committees or Councils, (whether non profit, profit or government),
- Political Parties
- Union
- Networks, Advisory Groups or other groups that impact upon social policy directions of QCOSS

	Name of Board, Management Committee, Council or organisation	Position
1		
2		
3		
4		
5		
6		
7		

Additionally, I agree to abide by the direction and decision rendered by the organisation. I understand that the Board reserves the right to seek further information.

Signature:

Date:

C: STATEMENT OF INTEREST

(In accordance with QCOSS Privacy Policy, QCOSS is committed to ensuring the privacy of information of individuals. Please note that any information recorded in this Statement may be published on QCOSS’s website and in other materials. The website and materials will be updated each year, following the completion of this Statement. Please do not record any information below that you do not want published).

Name:	
Employer (if relevant):	
Contact details:	
List of Sector/Industry involvements:	
Skills and experience:	
Other information of interest to members (optional):	
Possible Contribution to the QCOSS Board (optional):	

I give permission for the above information to be edited and published on QCOSS website and in other QCOSS materials.

Signature: _____

Date: _____

Section 2. Board processes

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- 2A. Annual Schedule of Board meetings and Executive meetings
- 2B. Sub committee Terms of Reference/Progress Report Proforma
- 2C. Travel Proforma
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2.1 Decision making

The decision-making process and delegations of a Board are fundamental to the Board process.

QCOSS's constitution (16) states that questions arising at the Board meeting are decided by a majority of votes.

Constitution (16.5) also states that *"a member of the Board shall not vote in respect of any contract or proposed contract with the Association in which he is interested, or any matter arising thereout, and if he does so vote, his vote shall not be counted"*. Further information about conflict of interest is detailed in Section One of this document, under Role of Board Member.

2.1.1 Decision making processes by electronic means As there is the occasional need for urgent decisions outside of scheduled meetings, the Secretary may gain a decision by consulting the Board by a flying minute. The Secretary will maintain a list of Board member contact details, including email addresses. Board members agree to advise the Secretary of any changes to their contact details to ensure the Board remains informed, and contactable, about Board matters. Board members consent to the receipt of electronic communications as sufficient written notice of Board matters and to the communication of their intentions (and signature) by electronic methods.

a. Procedures for resolution by flying minute

To initiate this process, a flying minute will be prepared by the Chief Executive Officer (or their delegate) and must be approved by both the President and the Secretary prior to distributing the flying minute. The flying minute will be conducted by email, unless otherwise agreed by the Board. A flying minute will –

- Be in a reasonably accessible electronic format
- Contain the necessary background information in relation to the matter(s) being canvassed
- Set out a motion proposed in relation to the matter(s) or the suggested outcome(s)
- Include a form to be completed by Board members, and returned by a specific deadline, to indicate -
 - their voting intentions in relation to the motion or suggested outcome
 - their agreement to waive the formal notice requirements for meetings (or otherwise).

A resolution passed by flying minute in accordance with this procedure will be as valid as if it had been passed at a formal meeting of the Board.

b. Collating responses to the flying minute

The returned responses shall be sufficient to record the voting intentions of Board members. Each returned response shall be counted as quorum for the meeting held by flying minute. On the day and time specified in the form for expressing voting intentions, the returned responses shall be collated by the Secretary (or delegate).

As required by the Constitution –

- One third of the members for the time being shall constitute quorum, except that no quorum shall be less than three (clause 16(3)).
- Questions arising at any meeting of the Board shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative (clause 16(4)).

The outcome of the flying minute may involve –

- the passing of the resolution
- not passing the resolution
- an amendment to the proposed motion which is then re-circulated to the members of the Board using the flying minute procedure

- deferral of the item for discussion at the next formal Board meeting.

The outcome of the flying minute will be confirmed by the President and advice of the outcome will be sent by email to Board members by the Secretary (or delegate) as soon as possible after the voting intentions have been collated.

c. Maintaining records of the outcomes of flying minutes

Responses to flying minutes, and the outcomes, will be documented and filed with Board minutes. The agenda of the next Board meeting occurring after the transmission of the flying minute will include an item which reports on the consultation of members by flying minute; the outcome of that consultation and, if appropriate, the motion as adopted by the Board as a consequence of responses to the flying minute.

d. Time of dispatch and receipt of electronic communications

The time of dispatch of a flying minute is taken to be the time at which it has been sent from the QCOSS information system (hosting service), unless a mailer daemon (failure notice) is received from the hosting service to advise that the message has not been sent. If the Board member has designated an information system (contained in an email address) to receive electronic communications, then unless otherwise agreed between the Board and the Board member, the time of receipt of the communication is the time when it enters that information system (hosting service).

2.2 Board meetings

Board meetings are critical as it is the main opportunity for Board members to:

- Obtain and exchange information with the Chief Executive Officer
- Obtain and exchange information with each other; and
- Make decisions.
- Meet the responsibilities of the Board in the governance of the organisation

The Board meeting agenda is important as it shapes the information flow and subsequent discussion at each meeting.

2.2.1 Meeting frequency

In accordance with the constitution (16.1), the Board is required to meet “*at least once every four calendar months*”. Currently, the practice is for six Board meetings to be held annually.

These are held bi-monthly at QCOSS office, Pidgeon Close, West End. A schedule of the upcoming Board meetings for a twelve-month period will be approved at the first Board meeting held after the Annual General Meeting. The current annual schedule can be found in Appendix 2A.

To ensure the flow of QCOSS business, Executive meetings are held monthly.

A Special Board meeting can be convened by not less than one third of the Board members requesting the Secretary to do so (in accordance with the constitution). In such situations, a minimum of 14 days notice is required.

Whilst it is envisaged that these bi-monthly meetings require physical attendance by members, it is recognised that meetings may be convened electronically.

2.2.2 Attendees

Attendees will comprise all Board members and the Chief Executive Officer. The Chief Executive Officer does not have voting rights and can be asked to leave the meeting when requested by the Board.

Other parties eg other staff members, other association members and government representatives may be invited to attend a part of a Board meeting to provide relevant information to assist the Board make a decision and or understand the work of the staff. The Chief Executive Officer will often organise these invitations, after approval of invitation is made by the President.

2.2.3 Quorum

In order for a decision of the Board to be valid, a quorum of Board members must be present. According to the constitution (16.3) a quorum is constituted of one third of members, except that no quorum will be less than three, eg there needs to be five members present, as it is a fifteen member Board.

2.2.4 Conduct of meetings

The President, chairing the meeting will facilitate the process required for the Board to conduct its business. As such, the President will:

- Ensure that all members are heard;
- Retain sufficient control to ensure that cohesion and effectiveness of the meeting is maintained. This may require a degree of formality to be introduced when it is required to make progress;
- Take care that the decisions are properly understood and well recorded; and
- Ensure that the decision and debate are completed with a formal resolution recording the conclusions reached.
- Ensure that decisions are in line with the agreed upon strategic direction of the organisation

2.2.5 Meeting cycle

In order for the necessary information to be available for Board Meetings, the below cycle indicates the timeframe for the preparation of necessary documents.

Board Items	Timeframe
Accounts finalised and circulated to the Treasurer	Monday prior to monthly Executive meeting
Board members notify new agenda items to Chief Executive Officer	14 days prior to Board meeting
Sub Committee and Representatives Reports submitted to Chief Executive Officer	14 days prior to Board meeting
Board members notify travel and accommodation details if requiring QCOSS to book these arrangements	14 days prior to Board meeting
Draft agenda prepared by Chief Executive Officer and relayed to President	10 days prior to Board meeting
Full agenda finalised	7 days prior to Board meeting
All papers circulated to Board members	7 days prior to Board meeting
Draft minutes and Updated Action List sent to Board members	14 days post Board meeting

Papers will be sent by ordinary mail one week prior to the meeting.

The financial records to be adopted each Board meeting will be for the two months prior to the month of meeting. The Treasurer will make a verbal declaration about financial status of the organisation for the period between the last financial report and the meeting date.

Executive meetings are held monthly (see annual schedule in Appendix 2A. Executive members are required to advise travel and accommodation details 14 days prior to Executive meetings.

2.3 Board meeting agenda and associated papers

2.3.1 Board papers circulated seven days prior to a Board meeting, at a minimum will contain:

- Agenda
- Treasurer Report's minimum requirements
- Minutes of Executive meetings
- Sub-committee and Representative reports
- Chief Executive Officer's Report Against Operational Plans
- Any material needed for other business.

Each agenda item will have a distinct coversheet, indicating whether it is for INFORMATION ONLY or a DECISION IS REQUIRED.

2.3.2 Agenda preparation

A formal agenda is an important part of the Board meeting because it shapes the information flow and subsequent discussion. An agenda will be prepared for each Board meeting. The Board meeting agenda will generally follow the format outlined below:

1. Welcome
2. Strategic matters update
3. Declaration of any conflicts of interest relating to the agenda
4. Minutes of previous meeting
5. Business arising from minutes of previous meeting
6. Correspondence
7. New membership applications
8. Treasurers Report's minimum requirements:
 - Ratification of a summary of income and expenditure statements where available and as recommended by the Executive
 - Verbal declaration to cover any significant financial periods where written statements are not available
9. Delegations reports: Against Board Monitoring and Compliance Calendar and Chief Executive Officer's Delegations
10. Chief Executive Officer's Report Against Operational Plans
11. Sub committees and Representatives reports
12. General business
13. Meeting evaluation

Each agenda item will be marked INFORMATION ONLY or DECISION REQUIRED.

The Chief Executive Officer in consultation with the President prepares the first draft of the coming agenda. Board members need to submit any new agenda items to the Chief Executive Officer 14 days prior to a Board meeting. The fine detail of the agenda shall be finalised by the Chief Executive Officer just prior to the meeting. The Chief Executive Officer will ensure that the agenda is circulated so that Board members receive the agenda 7 days prior to the meeting.

2.3.3 Format for Minutes of a Board Meeting

The rules of all associations should require "full and accurate minutes of all questions, matters, resolution and other proceedings of an incorporated association's meeting to be accurately recorded" (Model Rules clause 29). This includes:

- Name of association
- Date, place, opening and closing time and type of meeting
- Name of chair
- Record of those present and apologies
- Confirmation of previous minutes
- Record of an motions, resolutions and amendments and their fate (passed, rejected, lapsed or adjourned etc)

- Approval or ratification of the Summary Financial report (two motions)
- Noted copies of any reports tabled
- Procedural motions such as adjournments, personal explanations, and
- Signature of chairperson.

2.3.4 Explanation of Common Agenda Items

Business arising from the minutes

This item will normally cover any point from the previous minutes about which any attendee requires further information, or a progress report, and which will not be raised in the main body of the meeting.

Correspondence

The Chief Executive Officer prepares a list of all incoming and outgoing board correspondence for inclusion relevant to the Board business. This list is tabled at each Board meeting. The correspondence file is available at the meeting for people to read.

New Membership Applications

All new membership applications are tabled at the Board meeting. These memberships are accepted or rejected, moved and seconded, and passed by the Board.

Treasurers Report

The Treasurers report includes an analysis of the organisation's financial activities. It is comprised of a written report and a verbal report. It is prepared and presented by the Treasurer, based upon feedback received from the Executive at their monthly meetings.

The written report includes the following financial information that has been able to be finalised:

- An organisational balance sheet
- Core Income and Expenditure Report, including monthly, YTD and budget figures
- Project's Budget Summary Report
- In addition, special financial reports may be presented about specific financial matters (as per the Board Responsibilities and Delegations Matrix)

The Treasurers Written Report is moved, seconded and passed by the Board.

The Treasurer will also provide a verbal declaration covering any significant financial periods where written financial statements are not available. This situation arises because the publication of monthly bank statements (that allows monthly financial statements to be finalised) does not coincide with the timing of Board meetings.

Delegations reports: against Board Monitoring and Compliance Calendar and Chief Executive Officer's Delegations

In order to provide an even distribution of work over the year, the Board will adopt a rolling twelve-month Board agenda. The Annual Monitoring and Compliance Calendar will indicate the timing for specific decisions throughout the year. It has been developed in close linkage with the Board Responsibilities and Delegations to the Executive and Chief Executive Officer, as well as the Annual Compliance Schedule. The Chief Executive Officer, in conjunction with the Board, prepares this agenda each year. It is adopted at the first Board meeting after the Annual General Meeting.

A copy of the Board Annual Agenda Calendar and Annual Compliance Schedule can be found in Section 3 of this document.

Sub committees and Representatives reports

Written reports will be tabled for information only unless otherwise specified in the reports. Written reports will follow the format of the Sub-Committee Proforma. (Appendix 2B of this section).

Chief Executive Officer's Report against Strategic and Operational Plans

There will be two major components in the Chief Executive Officers' report:

- a) Progress against the Operational Plan, highlighting significant achievements and any exceptions to anticipated timeframes and budgets (this progress report will be complemented by an Activities Report, tabled as an attachment. The activities report will detail all activities undertaken by QCOSS over the relevant time period).
- b) Emerging opportunities and issues

General business

A Board member may raise a new item during General Business at a Board meeting. It will be at the Board's discretion if this item can be reasonably addressed at this meeting or held over to the next meeting. It may also be delegated to a sub-committee.

Meeting evaluation

When time allows, the Chairperson will ask for feedback about effectiveness of the Board meeting from members in the last five minutes of each meeting. Feedback about effectiveness could include matters such as level of member participation, timeliness, type of topics and level of discussion, structure of agenda and processes utilised. Adjustments based upon this feedback will be made as required.

2.4 Board Sub-Committees

QCOSS will have the following sub-committees:

- Executive
- Finance
- Governance
- Sub committee for specific delegated tasks associated with organisational matters or matters of social policy

Some information about the role of these specific sub-committees is found below. Additional general information about sub-committees can be found in Section One of this Charter.

2.4.1 Executive

The Executive is comprised of the President, Vice-President, Secretary, Treasurer, and any other member appointed annually by the Board.

The Executive has responsibility for:

- Performing the responsibilities delegated by the Board annually and report accordingly, as outlined in the Board Responsibilities and Delegations document (can be found in section 3 of this Charter)
- Meeting at least monthly
- Reporting to the Board regularly
- Being accessible to work with the Chief Executive Officer in between meetings

In addition the Executive will deal with overseeing compliance matters for the organisation which includes:

- Reviewing and approving the detailed income and expenditure reports for CORE and Project accounts on a monthly basis
- Setting, reviewing and present final draft policies to the Board for adoption
- Overseeing the implementation of a compliance system
- Referring to the Committee, if necessary, any substantial or unusual decisions regarding compliance; and
- Ensuring that the association's secretary obligations are compiled with

2.4.2 Finance Sub-Committee

The Finance Sub-Committee is comprised of at least three members, including the Treasurer, the Chief Executive Officer, the Manager, Organisational Services and other Board members. It meets quarterly.

It is responsible for:

- Overseeing the appraising the quality of the external audit and the internal control procedures, especially in the following areas:
 - Financial reporting and practices;
 - Business ethics, policies and practices;
 - Accounting policies; and
 - Management and internal controls
- Providing through regular meetings, a forum for communication between the Board, the Executive, the Chief Executive Officer and staff involved in internal control procedures as well as the external auditors;
- Reporting to the Executive on a quarterly basis
- Enhancing the credibility and objectivity of financial reports
- Assisting the Treasurer to fulfil their role

2.4.3 Governance Sub-committee

The Governance Sub-committee is chaired by the Secretary, is comprised of at least three board members, and attended by the Chief Executive Officer and the Manager, Organisational Services. It meets quarterly.

It is responsible for assisting the President to manage the governance function including:

- Board self-evaluation
- Board Induction
- Monitoring the Constitution and Board Charter and providing advice to the Board
- Board development activities
- Evaluation of format for the Annual Report (2009year only)
- Review of the Governance and Risk Policies

2.4.4 Other sub committees

A sub committee is formed with the endorsement of the Board

Each sub committee will have the following criteria endorsed at a Board Meeting

1. Terms of Reference
2. Duration (maximum 2 years)
3. Membership
4. Resource allocation
5. Feedback process to Board
6. Chair

If a sub-committee has been formed for two years, a review of Terms of Reference must be undertaken at the end of each two years.

It is the responsibility of the Chair to

- Negotiate the times for meeting
- Develop and report on a project plan with key milestones
- Endorse the membership of people external to the Board
- Establish communication process including a group email
- Ensure that minutes are recorded and distributed
- Report back to the Board on progress and achievement of milestones

If the Chair is a Board Member and not the Chief Executive Officer, clear communication processes need to be negotiated and the chair have access to resources to undertake the responsibilities of the role.

A Sub-Committee Terms of Reference/Progress Report pro forma can be found at the end of this section.

2.5 Board budget and remuneration guidelines and procedures

2.5.1 Board budget

At the beginning of each financial year (July), a budget is allocated to cover the annual expenses of the Board. Items of expenditure can include:

- travel, accommodation and meal costs for Board members to attend Board meetings and the Annual General Meeting;
- catering for Board meetings;
- engaging consultants for Board induction, training and information sessions;
- attendance at National Conference and significant meetings approved by the Board; and
- other operational costs eg postage, teleconferences, minute taker.

This budget will be closely monitored and may need to be adjusted after the Annual General Meeting in the latter part of each year, to accommodate the potential change of locations (and the associated costs) of regional delegates.

The Treasurer is responsible for monitoring this budget and regularly reporting to the Board via their Treasurers Report.

2.5.2 Board remuneration

Each Committee member is a volunteer within the association. The only costs that are reimbursed to Board members are travel costs associated with attending QCOSS Board meetings or other approved events. Details of this remuneration can be found below in Travel Guidelines Claims for QCOSS Board Members.

If the cost to attending any meeting or function or undertaking a role on behalf of the Board prohibits a Board member's participation, reimbursement of expenses will be considered on presentation of appropriate documentation by the Board.

2.5.3 Travel Guidelines Claims for QCOSS Board Members

These guidelines have been developed to assist Board members with determining their entitlement to a claim for travel expenses in relation to their duties as a QCOSS Board member. Whilst Board members give freely of their time, they should not be out of pocket as a result of their voluntary involvement. These guidelines are designed to be a base upon which general entitlements can be determined however some flexibility is available.

QCOSS is a not for profit organisation with limited funds available for travel claims. The purpose of providing these guidelines is for Board Members to be **reimbursed for out of pocket expenses on the basis of receipts**. Board Members are encouraged to access alternate accommodation options where possible (stay with friends/family); or to combine QCOSS meetings with other activities (employment related or private) to minimise the travel costs to QCOSS. Reimbursement for out of pocket expenses relating to private accommodation arrangements, such as taxi vouchers, meals and mileage can be negotiated.

Arranging travel:

There are two ways to make travel arrangements – with the assistance of QCOSS administration staff through the QCOSS office or by the individual board member within an approved budget allocation.

If arrangements are made by individual Board members, the first step is for the individual Board member to reach an agreement about an approved budget allocation with the Chief Executive Officer and the Treasurer. This will be done in writing. QCOSS will reimburse expenses on the submission of a tax invoice or the original tax invoice receipts. It is important to recognise that any expenditure above the approved budget allocation will be the responsibility of the individual Board member unless otherwise negotiated prior to the booking arrangements.

If Board members require the assistance of QCOSS administration staff in making these arrangements, board members are requested to complete a travel pro-forma and email/fax this form back 14 days prior to a meeting (see Schedule 2A at the end of this section) so that travel arrangements can be completed.

If the proforma is not received by the due date, board members are required to inform staff of their arrangements, or forward their apology for the meeting.

Date Changes & Cancellations:

Please advise QCOSS staff at the earliest opportunity if you require your travel dates to change or be cancelled as a result of your work or private commitments. One date change will be accommodated if notice is given within the required timeframe. Any additional expenses beyond one change will be the Board Member's responsibility.

Given the budget constraints, continual cancellations (3 times) will be reviewed by the Executive to minimise unnecessary expenditure.

Reimbursement for fuel expenses:

For those Board Members using their workplace provided vehicle when attending to QCOSS related duties fuel expenses payable to your employer are available on receipt of an invoice for fuel used. An allowance for those using their own private vehicle is to be negotiated on an individual basis, with consideration for wear and tear depending on the distances/region covered. Any arrangements outside these perimeters need to be negotiated with Chief Executive Officer and if necessary the Board.

Accommodation:

Accommodation will be organised for you if this is indicated on the travel pro-forma and is required because of travel times and Board commitments.

Meal Allowance:

Reimbursement for out of pocket expenses for meals not included in your travel itinerary is available. Reimbursement will be on the basis of receipts of actual, reasonable costs up to the scheduled award based fee to which QCOSS subscribes. Refer to QCOSS for current rates payable at regional locations

NB: On the first morning of travel a claim for breakfast is only applicable if you are required to leave home before 6.00 a.m. and must purchase it en route.

Taxi vouchers/reimbursement:

Taxi vouchers are available for Board related travel. Administration Officers will provide these in relation to your travel arrangements. When QCOSS is arranging accommodation, Board members are accommodated at the same venue whilst in Brisbane and are required to share taxis (to and from airport, to and from meetings/functions) when ever possible again being mindful to minimise QCOSS expenditure.

Unforeseen expenditure:

If you incur any additional expenses in relation to your duties as a QCOSS Board Member, which are not outlined above, you are invited to discuss these with the Chief Executive Officer and the Treasurer.

2.6 Board protection

As a general rule, a Board member has two key areas of protection – the right to information and the ability to insure against specific risks of being a Board member. Therefore the following measures of Board member protection will apply.

2.6.1 Right to information

Information seeking protocol

Board members will adhere to the following protocol when seeking information:

1. Approach the Chief Executive Officer to request the required data.
2. If the data is not forthcoming, approach the President
3. If a resolution is still not forthcoming, write a letter to all Board members and the Chief Executive Officer detailing the information required, the purpose of the information, and who the Board member intends to approach in order to obtain the information.
4. A decision needs to be made by the Board with appropriate instructions issued.

Access to Board papers and legal advice

The complete set of Board papers are held in a secure place in the association on behalf of the Board for a period of seven years.

Ex-Board members are entitled to access the papers for the period when they were a Board member, on written request to the secretary and resolution at a Board meeting.

Office Bearers of the Board Insurance

Office Bearers and members of the Board are covered by Association Liability Insurance, maintained by the organisation. Any board member can access a copy of the policy via the Chief Executive Officer. The board will authorise any changes to this policy or be notified of any changes from the insurer. It is worth noting that notice to the insurer of a fidelity issue is required within 28 days after the date of such discovery. Please read the details of the policy for more information.

2.6.2 Insuring against specific risks

A copy of the QCOSS Insurance Register can be found in Appendix 2D at the end of this section. This Register is reviewed annually in accordance with the Board Monitoring and Compliance Calendar, to ensure that the Board approves adequate insurance cover to meet its contractual obligations with funding bodies as well as provide the best coverage available for QCOSS to minimise its risks.

2.7 Board induction

There are two annual induction processes for Board members.

The first process is for new Board members and is initiated immediately after the Annual General Meeting. The purpose of this process is to enable a new Board member to build a shared understanding of their obligations, the governance process of the Board and the operational work of the organisation. It is made up of a series of steps which are detailed in New Board Member Checklist, Appendix 1A in the first section. Continuing Board members are also advised of these steps, as they are required to complete the annual statements of commitment, disclosure and interest.

The second annual induction process is a Board Induction Workshop held concurrently with the first Board meeting after the Annual General meeting. Often this meeting is held in January. All Board members are required to attend.

During this workshop, the following areas are covered:

- Getting to know each other
- Overview of QCOSS – Strategic Plan, Structure, Staffing, Budgets
- Overview of QCOSS's Board approach to governance and its role

- Responsibilities of the Board including delegations to the Executive and the Chief Executive Officer and the Calendar of Board tasks
- Meeting processes
- Governance policies

Each Board member will receive an Induction Manual at this workshop. Sometimes this workshop is facilitated by an external consultant.

2.8 Board evaluation

As a matter of principle, the Board is committed to the ongoing development of both individual Board members and the Board as a whole. As well as the regular Board meeting evaluation (described in 2.3.4), each year the Board will conduct an evaluation of its performance.

The purpose of this evaluation is to continue to improve the governance practices of the QCOSS Board. The Board annually will decide what the appropriate process will be.

The President will action the process and obtain any assistance required.

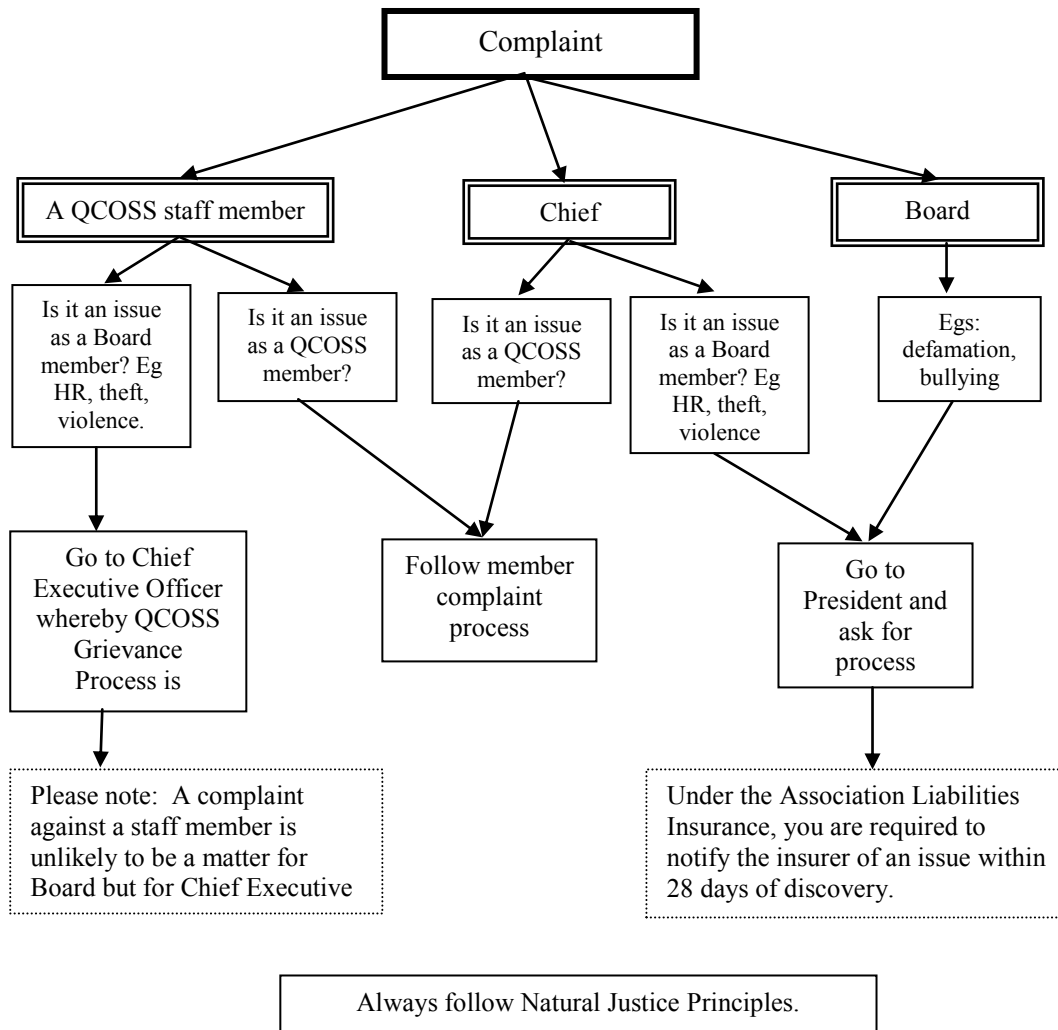
The evaluation will be undertaken in August - September. The findings of the evaluation will be tabled at the last meeting before the Annual General Meeting.

Any changes to Board policies, procedures and practices as a result of the evaluation will be integrated into this Board Charter or other relevant documents.

2.9 Board complaint process

There are times when a Board member may experience a conflict with another person involved in QCOSS whilst serving on the Board. The below flow chart outlines three different type of conflicts that a Board member may experience and a series of questions that will help a Board member determine the correct process to follow:

Who is the complaint against?



2.10 Board Development

The Board will undertake at least two Board Development activities during the year. These would most appropriately be decided in discussion at the initial planning and induction session of the newly constituted Board in January.

At least one activity will be about how the Board can function efficiently and effectively as a group of people charged with carrying out the functions outlined in this Charter. For example it could include exercises which explore what makes a well-functioning Board.

At least one activity will be aimed at increasing the knowledge Board members must have to make all necessary decisions in accordance with the requirements of the Act and of the Constitution of QCOSS. For example, it could include a training activity about duties of care, skill and diligence; about conflict of interest; or about financial management.

At least one activity will be aimed at improving the cultural competence of the Board, with particular attention to Aboriginal and Torres Strait Islander cultures.

In addition to the whole of board activities outlined above, the President, following a recommendation from the Governance Committee, may approve financial support for training/development of an individual board member where that training will benefit the operation of the Board and contribute to leadership in the sector.. Individual Board members seeking support of this type should outline in a written application to the Governance Committee how the opportunity will achieve these objectives.

Contributions to individual Board member training/development activities may be full or partial and will generally be in line with the provisions for staff training. The CORE budget will provide an appropriate amount for this purpose.

Appendix 2A:

QCOSS BOARD & EXECUTIVE MEETING 2012

QCOSS BOARD, EXECUTIVE & SUBCOMMITTEE MEETINGS:

- (e) **QCOSS Board, Executive Subcommittee and Team Meetings** are usually held at QCOSS Office, River Tower, Ground Floor, 20 Pidgeon Close, West End.
(Notice will be given if there is a change of Venue. (Parking is on site or along river (via Victoria Street).
- (f) **QCOSS Board Meetings** commence at 9.30am and finish around 3.30pm. (held bi-monthly)
- (g) **QCOSS Executive Meetings** commence at 8.00am and finish around 9.30am. (held monthly)
- (h) **QCOSS Finance and Audit Sub-Committee Meetings** commence at 9:30am and finish around 10.30am. (held quarterly)
- (i) **QCOSS Governance Sub-Committee Meetings** commence at 9:30am and finish around 10.30am. (held quarterly)
- (j) **QCOSS Finance Team Meetings (Treasurer {Optional}, Director and Finance staff)** commence at 4.00pm and finish around 5.00pm. (held monthly)

MONTH	FULL BOARD	EXECUTIVE	FINANCE AND AUDIT Sub-Committee Dates	GOVERNANCE Sub-Committee Dates	FINANCE TEAM (Director and staff, Treasurer Optional)
JANUARY		No Executive in January			Monday 30 th
FEBRUARY	Friday 3rd & Saturday 4th (Induction Day & Board Meeting) <ul style="list-style-type: none"> • Board Skills Assessment • Approve Exec Delegations • Appoint Spokesperson and Public Officer • Appoint Treasurer and Secretary • Note operational plan and discuss priorities • Approve board, monitoring and compliance calendar • Board members signed code of conduct and disclosure statements presented • Appoint Board reps to internal and external committees 	Friday 24 th	Friday 24th <ul style="list-style-type: none"> • Consideration of membership fee structure for period fm April '12 • Discuss Investment Strategy research requirements • Financial Risks (standing agenda item) – Service Agreements 		Monday 20 th

MONTH	FULL BOARD	EXECUTIVE	FINANCE AND AUDIT <i>Sub-Committee Dates</i>	GOVERNANCE <i>Sub-Committee Dates</i>	FINANCE TEAM <i>(Director and staff, Treasurer Optional)</i>
	<ul style="list-style-type: none"> Review Executive Delegations Review recommendations from the Governance and Finance committees Approve December Accounts (No exec in January) 				
MARCH	<p>MEETINGS NEED TO CHANGE ACOSS NATIONAL CONF 29 AND 30 March 2012 Sydney</p>	<p>Friday 30th</p> <ul style="list-style-type: none"> Determine plan to appraise the Director's performance (report due to July Board meeting) 		<p>Friday 30th</p> <ul style="list-style-type: none"> Evaluate Board induction Review skills assessment from induction and develop Board Training and Development plan 	Friday 23 rd
APRIL	<p>Saturday 21st</p> <ul style="list-style-type: none"> Review recommendations from Governance and Finance Committees 	Friday 27 th			Monday 23 rd
MAY		Friday 25 th	<p>Friday 25th</p> <ul style="list-style-type: none"> Review Mgt and O'head fee schedule Review staffing structure from financial perspective Review Insurance cover Develop Investment strategy for progression to the board for the 2012/2013 financial year 		Monday 21 st
JUNE	<p>Friday 22nd</p> <ul style="list-style-type: none"> Approve 2012/2013 Budget 	<p>Friday 29th (School Holidays)</p> <ul style="list-style-type: none"> Conduct Director Performance Review 		<p>Friday 29th (School holidays)</p> <ul style="list-style-type: none"> Review Annual report format Annual Constitutional Review Review Process around Board members satisfaction survey or develop survey questions 	Monday 25 th

MONTH	FULL BOARD	EXECUTIVE	FINANCE AND AUDIT Sub-Committee Dates	GOVERNANCE Sub-Committee Dates	FINANCE TEAM (Director and staff, Treasurer Optional)
				<ul style="list-style-type: none"> Review Risk Register Consider Board Succession Planning 	
JULY	Monday 23RD JULY REGIONAL CONFERENCE Rockhampton Leagues Club Cambridge Street ROCKHAMPTON	Friday 27th <ul style="list-style-type: none"> Approve questions and process for staff survey Approve questions and process for Member and Stakeholder Survey 	Friday 27th <ul style="list-style-type: none"> Review arrangements for audit Review Asset Management plan Financial Risk Management – major review of register and controls 		Monday 23^d
AUGUST	Friday 17th <ul style="list-style-type: none"> Review recommendations from Governance and Finance committees Approve report on Director’s performance 	Friday 31st			Monday 27th
SEPTEMBER	Saturday 29th <ul style="list-style-type: none"> Review recommendations from the Finance Committee Approve audited accounts Review Staff Survey results Approve text of Annual Report 	Friday 21st	Friday 21st <ul style="list-style-type: none"> Review audit report in detail and meet with auditors Review Financial Procedures 		Monday 17th
OCTOBER		Friday 26th		Friday 26th <ul style="list-style-type: none"> Consider revisions to Board Charter Consider responses from the Board satisfaction survey for progression to the Board Finalise Board Succession planning Review Safety/Success Plan Review Preparation for the AGM Review draft 2013 Board and Compliance Calendars 	Monday 22nd

MONTH	FULL BOARD	EXECUTIVE	FINANCE AND AUDIT <i>Sub-Committee</i> <i>Dates</i>	GOVERNANCE <i>Sub-Committee</i> <i>Dates</i>	FINANCE TEAM <i>(Director and staff,</i> <i>Treasurer Optional)</i>
NOVEMBER	Friday 30th (plus AGM) <ul style="list-style-type: none"> • Review recommendations from the Governance committee • Review Member and Stakeholder Survey report • Review 2013 Operational Plan • Review of Staff Development activity 	Friday 23rd			Monday 19th
DECEMBER		Friday 21st		Friday 21st <ul style="list-style-type: none"> • Plan Board induction • Review Progress against Quality plan 	Monday 17th

Board Members requiring QCOSS to book travel or accommodation should return a completed Travel Pro forma to Executive Support via email or Fax: (07) 3004 6999) by no later than one week prior to the meeting.

TRAVEL/ACCOMMODATION REQUIREMENTS

Board Members requiring QCOSS to book travel or accommodation should return a completed Travel Proforma to Tina Fairley tinaf@qcoss.org.au or Fax: (07) 3004 6999) by no later than one week prior to the meeting

Appendix 2B: Sub-Committee Terms of Reference/Progress Report Pro forma

QCOSS letterhead Feedback to Board – Progress and Achievement of Milestones

Term of Reference of the Sub committee	Endorsed by the QCOSS BOARD Date:
Chair:	Resource Allocation
Agreed upon Board Members Agreed upon External Members	Duration of the committee
<p>Report on the activities of the Sub Committee</p> <ul style="list-style-type: none"> • No of Meetings and progress • Issues arising • Recommendations for consideration 	Minutes on File at QCOSS

Appendix 2C:



Board Members TRAVEL PROFORMA

TRAVEL ARRANGEMENTS
TO ATTEND THE QCOSS BOARD OF MANAGEMENT
MEETINGS

Email: Tina Fairley tinaf@qcross.org.au
 Fax: 07 3004 6999 Ph: 3004 6903

Name of Person Travelling:

Travel: Qantas Virgin (*if applicable*) Other
Detail:.....

Departure Date:

From:..... **Time Options:**

To

Return Date:.....

From:..... **Time Options:**

To:

Preference: Same day return: yes no

Frequent Flyer No: (*if applicable*).....

Accommodation Required: yes no **Dates:**.....

Appendix 2D: QCOSS Insurance Register

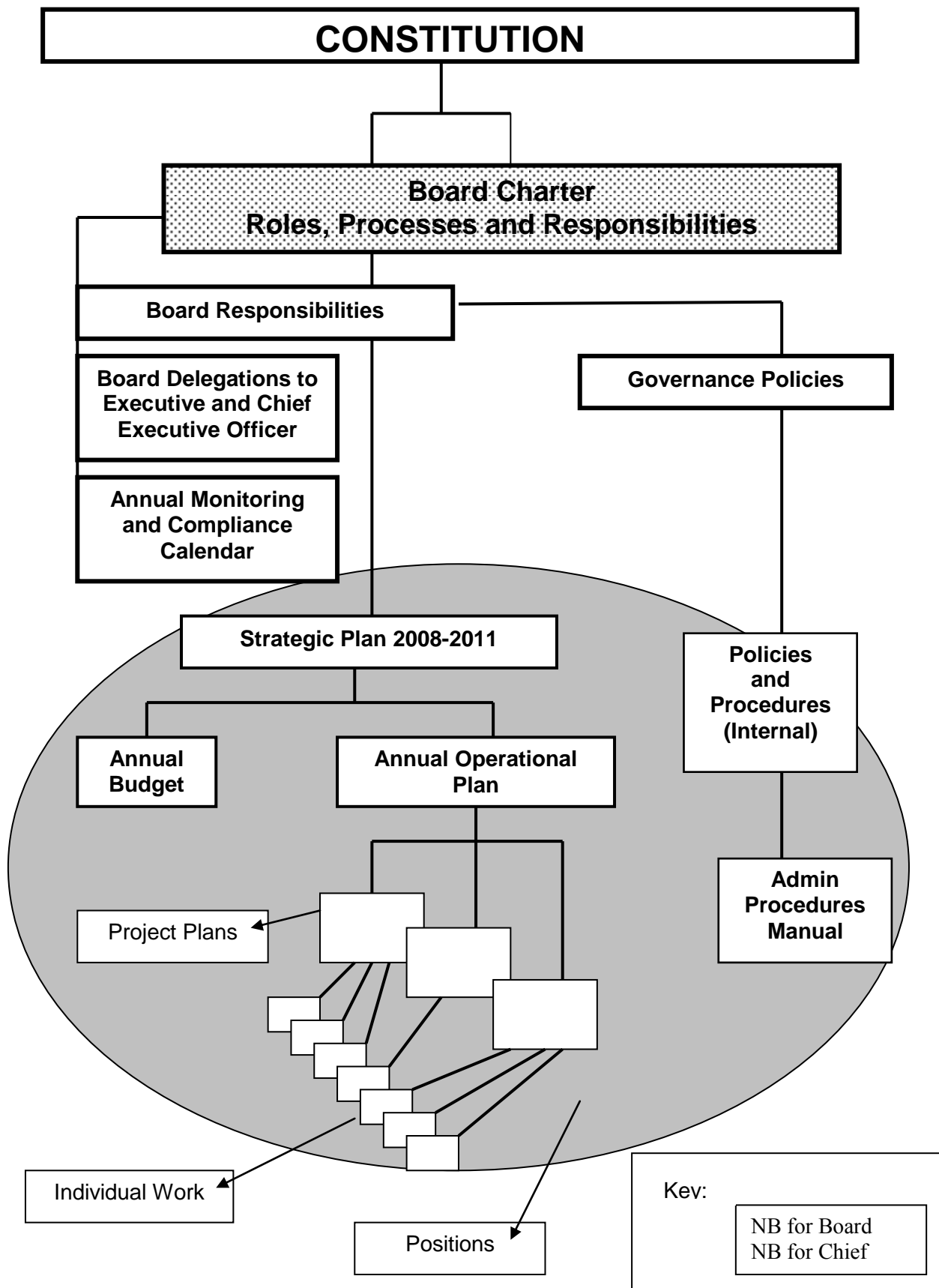
Policy Type	Company & Policy No	Cover	Renewal Date	Broker Details
Association Liability Insurance	CGU Policy No: 08MVL558383	Professional Indemnity, Chief Executive Officers and Officers', Association Reimbursement, Association Entity, Employment Practices, Fidelity and Taxation Investigation Cover Limit \$3,000,000 any one claim and \$6,000,000 in the aggregate with sub limits per section of the cover. Excess: Nil and as per schedule	14.7.2011	Ray Cain (07)32237400 (Aon Risk Services)
Personal Accident	Ace Insurance Policy number AGPA 002671 QLD	All office bearers, executives and voluntary workers whilst attending meetings/functions Lump sum benefits \$100,000 and weekly accident \$1,000 Plus Other benefits as per policy – Deductible 7 days	14.7.11	Ray Cain (07)32237400 (Aon Risk Services)
Commercial 1. Property	Vero (Lead) CPF7C00200QLD	1. Property – contents Brisbane and Townsville \$323,000 including theft \$50,000/\$10,000,	14.7.2011	Ray Cain (07) 32237400

<p>2. Liability</p> <p>3. Commercial Motor Vehicle</p> <p>5. General Property</p> <p>7. Computer</p>		<p>Glass, money \$500, Consequential Loss \$50,000 and specified damage \$323,000 – various expenses</p> <p>2. Public Liability Limit \$20,000,000 Excess \$250</p> <p>3. Motor Vehicle – 5 vehicles excess \$300</p> <p>5. General Property – Equipment anywhere in Australia \$30,000 Excess \$250</p> <p>7. Computer Breakdown – Limit \$50,000 Excess \$200</p>		
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Section 3. Board Responsibilities

- 3.1 Hierarchy of QCOSS documents**
- 3.2 Governance Policies**
- 3.2 Board Responsibilities and Delegations to Executive and Chief Executive Officer – 2012**
- 3.3 Board Annual Monitoring and Compliance Agenda Calendar – 2012**

3.1 Hierarchy of QCOSS Documents



3.2 Governance Policies

Six governance policies have been developed as a framework that will guide the QCOSS Board's interpretation of its responsibilities, processes and practices. Each governance policy is specifically linked to a Board responsibility area. These governance policies also provide direction to the Chief Executive Officer and other Senior staff at QCOSS in the development, implementation and monitoring of Management and Operational Policies and associated procedures.

1. QCOSS Leadership and Representation	
References	<ul style="list-style-type: none"> ▪ QCOSS Constitution and Associations Incorporation Act ▪ Funding guidelines and service agreements ▪ Privacy Act
Policy / Principles	<p>The QCOSS Board and relevant staff will lead with an emphasis on:</p> <ul style="list-style-type: none"> ▪ outward vision rather inward concern, ▪ strategic rather than administrative detail, ▪ collective rather than individual decisions, ▪ future rather than present focus and ▪ proactive rather than reactive. <p>The following principles will guide the development and implementation of any responsibilities, delegations and decisions related to performing the organisation’s leadership and representation role:</p> <ul style="list-style-type: none"> ▪ Low income and otherwise disadvantaged communities are to be the key focus of QCOSS’ actions. ▪ Research, pilot trials and other ways of developing best practice for the community service sector will have priority. ▪ QCOSS’s members and other stakeholders’ needs are met in the best possible manner. ▪ Board members, Chief Executive Officer, and relevant staff will actively participate in planning and direction setting processes of the organisation. These processes need to include membership feedback. ▪ Delegations with Government Ministers and Seniors Officers strategically include Board members. ▪ The person/s whom has the delegation to speak/represent the organisation, captures the shared wisdom of the Board and QCOSS’s policies rather than their own personal policy perspective. ▪ Board members have an obligation to gain an intimate knowledge of QCOSS’s history, its values, activities and its likely future directions. ▪ The Board determines the developmental and decision making process for the formulation of positional policies, including how an individual Board member can make their contribution. ▪ The Board approves the substantive content of all QCOSS policy positions in a timely and well informed manner, and in the best interest of the organisation and its membership.
Board Responsibilities	<ol style="list-style-type: none"> 1.1 Developing and maintaining a direction for the organisation through strategic and operational planning and performance monitoring processes. 1.2 Identifying actions, delegations or appointments that ensure QCOSS’s voice for low income and otherwise disadvantaged individuals, families and communities is represented in professional, government and community arenas. 1.3 Identifying actions, delegations or appointments that ensure QCOSS’s is representing its membership across the social, community and health sectors 1.4 Developing and maintaining feedback, complaints, dispute resolution processes and other mechanisms that ensure QCOSS is accountable and responsive to its members.

2. QCOSS Effective Governance	
References	<ul style="list-style-type: none"> ▪ QCOSS constitution and Associations Incorporation Act ▪ Standards Australia (Good Governance Principles, Organisational Codes of Conduct; Corporate Social Responsibility; Whistleblower Programs for Entities, Fraud and Corruption Control ▪ Boards that Work: A new Guide for Chief Executive Officers (Kiel and Nicholson) ▪ The Book of the Board: Effective Governance for Non-Profit Organisations (David Fishel)
Policy / Principles	<p>Good governance will result in effective compliance with relevant laws and effective management and maintenance of the integrity and reputation of QCOSS.</p> <p>The following principles will guide Board members behaviour and help solve ethical dilemmas:</p> <ul style="list-style-type: none"> ▪ Diligence will be practiced by attending board meetings and devoting sufficient time for preparation for Board meetings to allow for full and appropriate participation in the Board’s decision making. ▪ The business of the Board will be attended to with prudence and good grace. ▪ Confidential information will not be disclosed to any other person other than as agreed by the Board or as required by law. ▪ Duties will be carried out in a lawful manner ensuring that QCOSS carries out its business in accordance with the law and the terms of its constitution. ▪ All interests will be declared that could result in a conflict between personal and organisational priorities. ▪ Scrupulously avoid deception, unethical practice or any other behaviour that is or might be construed as, less than honourable in pursuit of QCOSS business ▪ Do not anything that in any way denigrates QCOSS or harms its public image ▪ Fiduciary duties will comply with the spirit as well as the letter of the law, recognising both moral and legal duties of the role <p>The following principles will guide the structural relationship between the Board and Chief Executive Officer:</p> <ul style="list-style-type: none"> ▪ There will be a clear distinction between the Board and the Chief Executive Officer’s roles. ▪ As long as the Chief Executive Officer uses any reasonable interpretation of the Board’s strategic direction, responsibilities and delegation, he/she is authorised to make all operational decisions, take all actions, establish all practice and develop all activities. ▪ During meetings, Board members have a responsibility to seek information from the Chief Executive Officer to ensure that the Board is fulfilling its responsibilities. ▪ All Board authority delegated to staff is delegated through the Chief Executive Officer, to whom in turn staff members are accountable: <ul style="list-style-type: none"> ▪ The Board will never give instructions to persons who report directly or indirectly to the Chief Executive Officer. ▪ The Board will refrain from evaluating either formally or informally any staff other than the Chief Executive Officer.
Board Responsibilities	<ol style="list-style-type: none"> 2.1 Ensuring the activities of the organisation align with the Objects identified in QCOSS’s Constitution. 2.2 Operating as a well functioning and supportive Board in accordance with governance best practice. 2.3 Ensuring QCOSS has policies and procedures to meet legislative requirements and industry good practice. 2.4 Ensuring QCOSS is compliant with any contractual agreement to which the organisation is a signatory. 2.5 At the first meeting of the board after each Annual General Meeting: <ol style="list-style-type: none"> a) Confirming or appointing a member of the Board to act as the Board’s

2. QCOSS Effective Governance	
	<p>appointee to the ACOSS Board – this appointment is for a period of two years.</p> <p>b) Confirming the membership of the Executive to include President, Vice President, Secretary, Treasurer, ACOSS Appointee and a sixth member who shall be nominated from amongst the ordinary committee members.</p> <p>c) Reviewing and approving the Board delegations to the Executive and the Chief Executive Officer for the coming year.</p> <p>d) Reviewing and approving the reporting schedule through which the Chief Executive Officer will be accountable to the Board.</p> <p>2.6 Appointing the Chief Executive Officer and monitoring the satisfactory performance of the delegations of the Chief Executive Officer.</p>
3. QCOSS Financial Policy	
References	<ul style="list-style-type: none"> ▪ QCOSS constitution and Associations Incorporation Act ▪ Taxation Legislation ▪ Superannuation ▪ Privacy Act ▪ International Financial Reporting Standards
Definitions	<p><i>Managing financial resources...</i></p> <p>includes matters related to asset management, banking including investment, payroll, budgets, expenditure, personal reimbursement, use of credit cards, audits, irregularities, internal transfers and compliance.</p>
Policy and Principles	<p>QCOSS is committed to managing its financial resources in a sustainable manner to achieve its short and long term financial and organisational goals whilst maintaining high standards of control, planning, monitoring, reporting and fraud control to minimise the possibility of loss, meet legislative and funding contractual obligations and offer protection to clients, staff and board members.</p> <p>The following principles will guide any procedures, delegations of responsibilities and decisions related to managing QCOSS’s financial resources:</p> <ul style="list-style-type: none"> ▪ The Board will consider ethical matters when making decisions about banking and investments. ▪ Financial expenditure shall reflect priority for human service delivery. ▪ Duties will be segregated to prevent fraud and/or unauthorised access to bank accounts. ▪ People will have the relevant qualifications/competencies and be well trained to perform their specific responsibilities. Eg the system is operated by someone who is skilled in book keeping or accounting. ▪ Pre-employment screening for fraud will be undertaken where staff has delegated financial responsibilities. ▪ Source documents and other evidence of transactions and compliance will be kept and filed in an appropriate orderly system. ▪ Review and planning of the organisation’s financial systems, financial position, investment strategy, and project and core budgets will be undertaken annually based on the results of audits and other feedback mechanisms.
Board Responsibilities	<p>3.1 Ensuring that QCOSS is compliant with accepted financial standards and its own financial policies as adopted from time to time by the Board.</p> <p>3.2 Approving an Annual Core Budget and Project budgets and monitoring expenditure against these approved budgets.</p> <p>3.3 Ensuring QCOSS’s financial sustainability through prudent investment and effective risk management practices.</p> <p>3.4 Ensuring that the assets are maintained and kept in safe and working order.</p>

4. QCOSS Workforce	
References	<ul style="list-style-type: none"> ▪ QCOSS Constitution and Associations Incorporation Act ▪ Workplace Health and Safety Act (Qld) ▪ Working with Children Act (Qld) ▪ Fair Work Act (Fed) ▪ Social, Community, Home Care and Disability Services Industry Award 2010 (Fed) ▪ Anti-Discrimination Act (Fed) ▪ Privacy Act (Fed) ▪ Workplace Relations Act (Fed) ▪ Sex Discrimination Act (Fed) ▪ Disability Discrimination Act (Fed) ▪ Racial Discrimination Act (Fed) ▪ Human Rights and Equal Opportunity Commission Act (Fed) ▪ Workplace Health and Safety (Fed)
Policy / principles	<p>Positive and healthy relationships between Board and staff are paramount in furthering the goals of the organisation and the development of individuals. The Board as the employer will ensure workforce conditions are safe, fair, legal and dignified supported by adequate systems.</p> <p>The following principles will guide the development of any framework, policies and procedures for human resource management:</p> <ul style="list-style-type: none"> ▪ All workforce policies will protect staff from unfair and unethical practices. ▪ Each staff person has the right to personal dignity, workplace safety, ethical position-related dissent and to an approved and fair internal grievance process. ▪ All workplace conditions will comply with relevant employment legislation. ▪ The Board needs to be fully informed about impending disputes and grievances that may lead to action against the Board or the organisation. ▪ As the employing body of the organisation, the Board will be involved in the final step of dismissal procedures. ▪ Staff have the option of bringing a grievance to the Board via the Chairperson after the appropriate internal channels have been used. ▪ Staff are acquainted with their rights under this policy. ▪ The Board will maintain connections with staff by participating in recruitment processes and regularly monitoring of staff satisfaction. ▪ The Board is directly responsible for the recruitment, ongoing support and performance monitoring of the Chief Executive Officer.
Board Responsibilities	<p>4.1 Establishing the framework for human resource management for the organisation.</p> <p>4.2 Ensuring that performance appraisal systems are implemented and reported on as required</p> <p>4.3 Participating in/supporting the recruitment and hiring of senior staff of the organisation (Level 8 and above) who are taking up positions of longer than 12 months where requested by the Chief Executive Officer</p> <p>4.4 Taking a proactive approach to staff development.</p>

5. QCOSS Compiling with the Associations Incorporation Act	
References	<ul style="list-style-type: none"> ▪ QCOSS Constitution ▪ Associations Incorporation Act ▪ Associations Incorporation Manual (QUT and Caxton Street Legal Service)
Policy / principles	<ul style="list-style-type: none"> ▪ The Board ensures that all meetings and documentation complies with the Act. ▪ The Board ensures that all duties and obligations placed on any member of the Board are carried out. ▪ The Board remains up-to-date in relation to the Incorporation Associations Act and takes the necessary adoptive action when required.
Board Responsibilities	<p>5.1 Maintaining a registered office for the association where a document can be service personally (thus it cannot be a post office box) (section 17)</p> <p>5.2 Complying with its rules about calling and holding general meetings of members (section 57)</p> <p>5.3 Preparing financial statements within six months of the close of the financial year or more frequently if the rules of the association so provide (section 59)</p> <p>5.4 Arranging for the financial statements to be audited by a completely independent person (section 59)</p> <p>5.5 Complying with the directions of the Office of Fair Trading regarding publication of the annual financial statements (section 59)</p> <p>5.6 Electing or appointing a secretary (section 65)</p> <p>5.7 Not leaving the position of secretary vacant for more than one month (section 65)</p> <p>5.8 The secretary must reside in Queensland or no more than 65 kilometres from its border (section 66)</p> <p>5.9 Notifying any changes in secretary to the Office of Fair Trading within 1 month (section 68)</p> <p>5.10 Holding public liability insurance (section 70)</p>
6. QCOSS Continuous Quality Improvement	
References	Standards Australia (Quality Management Systems, Risk Management)
Policy / Principles	<p>The following principles will guide Board's practices to ensure continuous quality improvement:</p> <ul style="list-style-type: none"> ▪ Board performance will be regularly reviewed as the basis for its own development and quality assurance ▪ Board meetings are carried out in such a manner as to ensure fair and full participation of all Board members ▪ Governance capability and performance will be enhanced by training and development of Board members. <p>The following principles will guide continuous quality improvement for the organisation:</p> <ul style="list-style-type: none"> ▪ Risk management strategies are suitable ways to best protect QCOSS's assets. ▪ Regular review of processes and outputs need to be undertaken. ▪ Ongoing learning and innovation occurs through critical reflection on all events whether seemingly successful or not. ▪ Appropriate compliance systems will be utilised to enhance organisational performance.
Board Responsibilities	<p>6.1 Ensuring evaluation and risk assessment and management processes are developed, documented and implemented for the organisation's activities.</p> <p>6.2 Ensuring a culture of critical reflection and continuous quality improvement across both staff and the Board.</p> <p>6.3 Ensuring a proactive approach to the development of access to an appropriate suite of governance skills for the Board either through co-option of external expertise or opportunity for members to develop the required skills.</p>

DELEGATIONS, COMPLIANCE AND REVIEW

Detailed compliance information about the responsibilities, delegations and performance indicators can be found in Board Responsibilities and Delegations to Executive and Chief Executive Officer, 2004 for the Executive and Chief Executive Officer; Board Annual Monitoring and Compliance Agenda Calendar 2005/2006. These documents are approved annually by the Board.

The Board will conduct a review of these governance policies and principles, its responsibilities and delegations at least every two years to validate compliance and ensure that they are current and reflect good practice and are current. eg organise an external audit.

An early review may be triggered by the Board on advice from the Chief Executive Officer or if exceptional circumstances occur.

3.3 Board Responsibilities and Delegations to Executive and Chief Executive Officer – 2012

Six Board responsibility areas were identified in Section One: Roles of this Charter. Governance Policies have also been written to provide a principles framework that will guide the implementation of these responsibility areas.

1. Leadership and representation
2. Effective governance
3. Financial and asset management
4. Workforce
5. Meeting legal obligations under the Association Incorporations Act
6. Continuous quality improvement in the organisation

The following tables have been developed to clearly indicate specific delegations that the Board has made to the Executive (and sometimes specifically the President or the Treasurer) and the Chief Executive Officer. Corresponding performance indicators have also been identified to clearly show how the Board will know that these delegations have been enacted correctly. These performance indicators have been used as the basis for the development of the Board's Annual Monitoring and Compliance Agenda Calendar, to ensure that the implementation of the delegations via their performance indicators is monitored.

At the first Board meeting after the Annual General Meeting, the Board Responsibilities and Delegations to Executive and Chief Executive Officer need to be approved.

1. Leadership and representation

Board	Executive	Chief Executive Officer
<p>Responsibility 1.1: Developing and maintaining a direction for the organisation through strategic and operational organisational planning and performance monitoring processes.</p>	<p>Delegated Responsibility:</p> <ul style="list-style-type: none"> ▪ Plan processes for Strategic Planning and determination of Annual Priorities as set out in Operational Plan ▪ Progress implementation of Strategic Directions and Annual Priorities as delegated by Board 	<p>Delegated Responsibility:</p> <ul style="list-style-type: none"> ▪ Assist and advise with the review of the Strategic Plan every 3 years ▪ Assist and advise with the determination of Annual Priorities ▪ Develop the Annual Operational Plan with Performance Indicators in conjunction with the budget, in consultation with Senior Staff
<p>Performance Indicators:</p> <ul style="list-style-type: none"> ▪ Strategic Plan every 3 years is reviewed and adopted (current plan is 2011-2013) ▪ Annual Operational Plan with Performance Indicators in conjunction with budget approved by each November/December for following year ▪ Performance monitored via bi-monthly Chief Executive Officer's Report ▪ Major variations approved and Annual Priorities adjusted 	<p>Performance Indicators:</p> <ul style="list-style-type: none"> ▪ Triennial strategic planning and annual prioritisation as outlined in operational plan process conducted ▪ Delegations implemented 	<p>Performance Indicators:</p> <ul style="list-style-type: none"> ▪ Information provided for 3-year review of Strategic Directions ▪ Information provided about emerging needs for determination of the Annual Priorities ▪ Bi-monthly Chief Executive Officer's Report against the Operational Plan's Performance Indicators accepted at Board meetings ▪ Briefing Papers for major variations to Annual Priorities considered at Board meetings
<p>Responsibility 1.2: Identifying actions, delegations or appointments that ensure QCOSS' voice for low income and otherwise disadvantaged individuals, families and communities is represented in professional, government and community areas.</p>	<p>Delegated Responsibility:</p> <ul style="list-style-type: none"> ▪ President and Chief Executive Officer act as principal spokespeople for QCOSS as delegated by Board ▪ Manage sensitive situations within delegations ▪ Monitor all QCOSS spokespersons have represented QCOSS consistent with its Strategic Directions, positional policies and in accordance with ACOSS protocols. 	<p>Delegated Responsibility:</p> <ul style="list-style-type: none"> ▪ Represent QCOSS consistent with its Strategic Directions and positional policies and in accordance with ACOSS protocols
<p>Performance Indicator:</p> <ul style="list-style-type: none"> ▪ Responsibility delegated to President, Chief Executive Officer or other spokespersons annually ▪ Review delegations when breached ▪ QCOSS representatives to government and industry working parties/committees appointed 	<p>Performance Indicator:</p> <ul style="list-style-type: none"> ▪ Delegations implemented ▪ Breaches of spokespersons' representation of QCOSS reported to Board 	<p>Performance Indicator:</p> <ul style="list-style-type: none"> ▪ The Executive is alerted when sensitive situations arise requiring a change of spokesperson ▪ The level of satisfaction with this activity from Annual Membership Satisfaction Survey is highlighted in report to Board.

Board	Executive	Chief Executive Officer
<ul style="list-style-type: none"> Monitor membership satisfaction with this responsibility via annual survey 		
<p>Responsibility 1.3: Identifying actions, delegations or appointments that ensure QCOSS is representing its membership across the social, community and health sectors.</p>	<p>Delegated Responsibility:</p> <ul style="list-style-type: none"> Monitor number and type of member's compliments and complaints Advise Board when there is a particular concerning pattern emerging that may require modification of Strategic Plan and Annual Operational Plan 	<p>Delegated Responsibility:</p> <ul style="list-style-type: none"> Ensure that the Annual Operational Plan has specific strategies to engage with QCOSS' membership Oversee the development, implementation and monitoring of a member's Compliments and Complaints process
<p>Performance Indicator:</p> <ul style="list-style-type: none"> Monitor Bi-monthly Chief Executive Officers Report Review annual report on number and type of membership compliments and complaints Monitor membership satisfaction with this activity via annual survey 	<p>Performance Indicator:</p> <ul style="list-style-type: none"> Annual Compliments and Complaints report provided to Board 	<p>Performance Indicator:</p> <ul style="list-style-type: none"> Bi-monthly Chief Executive Officer's Report against Operational Plan includes information about membership Regularly report number and type of members compliments and complaints to Executive
<p>Responsibility 1.4: Developing and maintaining feedback, complaints, dispute resolution processes and other mechanisms that ensure QCOSS is accountable and responsive to its members</p>	<p>Delegated Responsibility:</p> <ul style="list-style-type: none"> Oversee the preparation of the Annual Report 	<p>Delegated Responsibility:</p> <ul style="list-style-type: none"> Coordinate the preparation of the Annual Report
<p>Performance Indicator:</p> <ul style="list-style-type: none"> 3-year Strategic Directions published and distributed Annual Priorities published and distributed Annual Report provided to members outlining performance against Strategic Directions and Annual Priorities and fulfilment of governance responsibilities eg compliance with legislative, financial, administration and insurance matters 	<p>Performance Indicator:</p> <ul style="list-style-type: none"> AGM conducted in accordance with Associations Incorporation Act Final draft of Annual Report ratified 	<p>Performance Indicator:</p> <ul style="list-style-type: none"> Final draft of Annual Report provided to Executive <p>(Please note: one of the key outcome areas of the Strategic Plan/Annual Operational Plan is "Community and membership engagement". This outcome would incorporate operational strategies to QCOSS members).</p>

2. Effective governance

Board	Executive	Chief Executive Officer
<p>Responsibility 2.1: Ensure the activities of the organisation align with the Objects identified in QCOSS' constitution.</p>	<p>Delegated Responsibility:</p>	<p>Delegated Responsibility:</p> <ul style="list-style-type: none"> ▪ Identify emerging needs of the membership, changes to QCOSS activities and the implications for the QCOSS constitution
<p>Performance Indicator:</p> <ul style="list-style-type: none"> ▪ Constitution reviewed, in particular the "Objects" at the Annual Priorities meeting ▪ Changes to constitution recommended to the membership ▪ Changes to the objects are completed in accordance with the constitution and Incorporation Associations Act 	<p>Performance Indicator:</p>	<p>Performance Indicator:</p> <ul style="list-style-type: none"> ▪ Report provided to Board
<p>Responsibility 2.2: Operating as a well functioning and supportive Board in accordance with governance best practice.</p>	<p>Delegated Responsibility:</p> <ul style="list-style-type: none"> ▪ Organise induction for new Board members, including the Board Member's Code of Ethics and Disclosure Statements ▪ Oversee compilation and updating of Governance Manual 	<p>Delegated Responsibility:</p> <ul style="list-style-type: none"> ▪ Assist Executive to provide induction for new Board members ▪ Assist Executive to compile and update Governance Manual ▪ Effectively service the Board in other ways
<p>Performance Indicators:</p> <ul style="list-style-type: none"> ▪ Induction for new Board members after each AGM, conducted ▪ Summary of Board Members Disclosure Statements received ▪ Up-to-date Governance Manual (Charter) provided to each Board member annually 	<p>Performance Indicators:</p> <ul style="list-style-type: none"> ▪ Annual Code of Ethics and Disclosure Statement signed and submitted by all Board members ▪ Governance Manual/Charter available to Board members 	<p>Performance Indicators:</p> <ul style="list-style-type: none"> ▪ Governance Manual/Charter annually up-dated ▪ Board meetings attended
<p>Responsibility 2.3: Ensure QCOSS has policies and procedures to meet legislative requirements and industry good practice.</p>	<p>Delegated Responsibility:</p> <ul style="list-style-type: none"> ▪ Monitor policy compliance, non-compliance, preventative or corrective action ▪ Facilitate review of policies at least every 3 years 	<p>Delegated Responsibility:</p> <ul style="list-style-type: none"> ▪ Assist in the development/review of operational policies and procedures ▪ Ensure QCOSS staff operates within these policies
<p>Performance Indicator:</p> <ul style="list-style-type: none"> ▪ Management and Operational Policy and Procedures, particularly in areas with legal 	<p>Performance Indicator:</p> <ul style="list-style-type: none"> ▪ Board notified of any non-compliance incidents and corrective/preventative actions taken. 	<p>Performance Indicator:</p> <ul style="list-style-type: none"> ▪ Annual compliance report provided ▪ Board advised of any non-compliance incidents and

Board	Executive	Chief Executive Officer
<p>implications eg HR, Finance, Privacy, Anti-Discrimination and Harassment, reviewed and approved at least every 3 years.</p>		<p>corrective/preventative actions taken</p> <ul style="list-style-type: none"> ▪ Board notified of any changes to Management and Operational Policy and Procedures

Board	Executive	Chief Executive Officer
<p>Responsibility 2.4: Ensuring QCOSS is compliant with any contractual agreement to which the organisation is a signatory.</p>	<p>Delegated Responsibility:</p>	<p>Delegated Responsibility:</p>
<p>Performance Indicator:</p> <ul style="list-style-type: none"> ▪ Ensure that Project funding requirements are included in the Board's Annual Monitoring and Compliance Agenda Calendar. ▪ Board's Annual Monitoring and Compliance Agenda Calendar reviewed/approved annually 	<p>Performance Indicator:</p>	<p>Performance Indicator:</p>
<p>Responsibility 2.5: At the first meeting of the Board after each AGM:</p> <p>(a) Confirming or appointing a member of the Board to act as the Board's appointee to the ACOSS Board – this appointment is for a period of two years.</p> <p>(b) Confirming the membership of the Executive to include President, Vice President, Secretary, Treasurer, ACOSS Appointee and a sixth member who shall be nominated from amongst the ordinary committee members</p> <p>(c) Reviewing and approving the Board delegations to the Executive and the Chief Executive Officer for the coming year.</p>	<p>Delegated Responsibility:</p> <ul style="list-style-type: none"> ▪ Perform office bearer roles of President, Vice President, Secretary and Treasurer in accordance with Associations Incorporation Act (see role descriptions) ▪ Hold monthly meetings ▪ Oversee the annual review and preparation of the Board Responsibilities and Delegations to the Executive and Chief Executive Officer ▪ Make decisions between Board meetings, in accordance with delegations 	<p>Delegated Responsibility:</p> <ul style="list-style-type: none"> ▪ Effectively service the Executive
<p>Performance Indicator:</p> <ul style="list-style-type: none"> ▪ ACOSS Representative confirmed and minuted ▪ Membership of Executive minuted ▪ Annual Board Responsibilities and delegations to Executive and Chief Executive Officer approved ▪ Secretary as Public Officer (Taxation Legislation requirement) appointed (suggest 	<p>Performance Indicator:</p> <ul style="list-style-type: none"> ▪ Board Responsibilities and Delegations to the Executive and the Chief Executive Officer presented to Board ▪ Executive minutes to Board provided ▪ President communicated with Board members outside of Board meetings 	<p>Performance Indicator:</p> <ul style="list-style-type: none"> ▪ Executive meetings attended

Board	Executive	Chief Executive Officer
<p>that this be discussed at Executive)</p> <ul style="list-style-type: none"> ▪ Monthly Executive Minutes ratified at each Board meeting 		
<p>Responsibility 2.6: Appointing and monitoring the satisfactory performance of the delegations of the Chief Executive Officer.</p>	<p>Delegated Responsibility:</p> <ul style="list-style-type: none"> ▪ Conduct process to determine level of performance of delegations of the Chief Executive Officer 	<p>Delegated Responsibility:</p>
<p>Performance Indicator:</p> <ul style="list-style-type: none"> ▪ Chief Executive Officer appointed and dismissed if required ▪ Salary level of Chief Executive Officer determined ▪ Level of performance of the delegations of the Chief Executive Officer determined 	<p>Performance Indicator:</p> <ul style="list-style-type: none"> ▪ Report on the level of satisfaction with the Chief Executive Officer's performance of their delegations provided 	<p>Performance Indicator:</p>

3. Financial and asset management

Board	Executive	Chief Executive Officer
<p>Responsibility 3.1: Ensuring that QCOSS is compliant with accepted financial standards and its own financial policies as adopted from time to time by the Board.</p>	<p>Delegated Responsibility:</p> <ul style="list-style-type: none"> ▪ Treasurer annually oversees the review of Finance Policy and procedures and systems for fraud control ▪ Approve insurance cover annually ▪ Oversee the compliance schedule to ensure obligations are met in a timely manner 	<p>Delegated Responsibility:</p> <ul style="list-style-type: none"> ▪ Develop Financial Procedures with the scope of the Financial Policy and ensure compliance ▪ Review insurance coverage annually ▪ Monitor the Finance Administrator’s performance of their responsibilities as indicated in the Finance Policy, particularly in the compliance area (BAS, PAYG, FBT, Insurance and Superannuation)
<p>Performance Indicator:</p> <ul style="list-style-type: none"> ▪ Opening and closing of bank accounts approved ▪ Bank signatories authorised in the correct manner with the authority that an executive member is always one of cheque signatories ▪ Confirm/appoint the Public Officer to met the Australian Tax Office requirements at the first Board meeting after the AGM or as required ▪ Financial Policy and Procedures reviewed and approved at least every two years ▪ Annual compliance schedule adopted and monitored the meeting of obligations in a timely manner ▪ Annual insurance coverage determined 	<p>Performance Indicator:</p> <ul style="list-style-type: none"> ▪ At least one member of the executive is one of the signatories on each cheque or approver on an Electronic Funds Transfer ▪ Board advised of any non-compliance 	<p>Performance Indicator:</p> <ul style="list-style-type: none"> ▪ Advice about annual insurance coverage provided ▪ Advise when the Public Officer (ATO) is required to be confirmed or appointed ▪ Compliance schedule provided and advised when obligations are met ▪ Financial Procedures developed within the scope of the Financial Policy ▪ Advise when Financial Procedures are out-of-date
<p>Responsibility 3.2: Approving Annual Core Budget and Project Budgets and monitoring expenditure against these approved budgets.</p>	<p>Delegated Responsibility:</p> <ul style="list-style-type: none"> ▪ Treasurer ensure financial reports are presented in a usable manner for Board ▪ Monitor the monthly financial reports in line with the Annual Budget, budget variations and question irregularities ▪ Deal with any perceived financial irregularities raised by members or staff ▪ If funding application is successful decide to 	<p>Delegated Responsibility:</p> <ul style="list-style-type: none"> ▪ Oversee the preparation of the Annual Budget in consultation with Senior staff, Project Managers and in accordance with the Budget Guidelines and Proformas ▪ Oversee the implementation of the Finance Policy and Procedures and financial system ▪ Manage the Annual Budget (including Project budgets) to stay within the approved bottom line, any financial performance ratios and within contractual obligations,

Board	Executive	Chief Executive Officer
	<p>accept grant. If grant is accepted, sign service agreements</p> <ul style="list-style-type: none"> ▪ Approve financial and accountability returns of all grants (quarterly or other timeframe) within the Annual Operational Plan ▪ Note additional funding secured for specific projects and adjust approved budget bottom line. <p>Specific Treasurer responsibilities:</p> <ul style="list-style-type: none"> ▪ Check the List of Transactions monthly ▪ View approvals for any large amounts on a monthly basis to ensure that they are within the delegation of authority ▪ Monitor the credit card limit of the Chief Executive Officer to ensure it does not exceed \$5,000, and other credit card limits to ensure they comply with the relevant policy. 	<p>with discretion to vary:</p> <ul style="list-style-type: none"> ▪ project budget allocations within line items and ▪ budget allocations between broad categories of salary and operations by 10%. This applies to the CORE budget as well as other projects. <ul style="list-style-type: none"> ▪ Organise Annual Audit ▪ Provide the Finance Administrator with dates of Executive and Board meetings to ensure the most recent financial statements are available ▪ Pursue new funding streams which are consistent with QCOS mission and Annual Operational Plan, in consultation with Project Managers.

Board	Executive	Chief Executive Officer
<p>Performance Indicator:</p> <ul style="list-style-type: none"> ▪ Financial goals/ratios and degree of variation allowable approved ▪ Annual Budget (including Project Budgets) including financial goals/ratios and taking into account contractual obligations ratified by July ▪ Financial reports and annual budget monitored at every Board meeting ▪ Board members indicate their understanding of the financial reports in their annual self-assessment. ▪ New grants note within the scope of the Approved Annual Operational Plan ▪ Projects that fall outside of approved Strategic Plan approved ▪ Board's Annual Monitoring and Compliance Agenda Calendar indicate timeframes of financial and accountability returns. ▪ Timeframes of financial and accountability returns is monitored regularly for timeliness. 	<p>Performance Indicator:</p> <ul style="list-style-type: none"> ▪ Treasurer recommended complete financial reports to Executive and summary financial reports to the Board and advised of any budget adjustments or irregularities to Approved Annual Budget (including Project budgets) or delegations ▪ Board approval sought to accept grants outside Strategic Plan ▪ All new grants accepted within Strategic Plan reported to the Board ▪ Agreements with funding bodies signed ▪ Financial and accountability returns approved and submitted in a timely manner 	<p>Performance Indicator:</p> <ul style="list-style-type: none"> ▪ Draft Annual Budget provided in May/June ▪ Budget variations to Treasurer and Executive reported on a monthly basis ▪ No variation to any project budget's approved bottom line unless additional funds have been secured and reported and noted by Executive ▪ Funding applications signed as required by funding body ▪ Recommendations made to Executive about any decisions about rollover of investments during the year ▪ Executive advised of successful application of funding and acceptance or non-acceptance of new funding within Strategic Plan ▪ Specific staff members are authorised to be issued with supplementary credit cards ▪ Each payment when using the organisation's credit cards authorised
<p>Responsibility 3.3: Ensuring QCOSS' financial sustainability through prudent investment and effective risk management practices.</p>	<p>Delegated Responsibility:</p> <ul style="list-style-type: none"> ▪ Monitor performance against the investment strategy 	<p>Delegated Responsibility:</p> <ul style="list-style-type: none"> ▪ Oversee active investment strategy within risk profile
<p>Performance Indicator:</p> <ul style="list-style-type: none"> ▪ Investment strategy established and defined level of risk of investment strategy annually 	<p>Performance Indicator:</p> <ul style="list-style-type: none"> ▪ Re-investments approved by two bank signatories within the parameters of investment strategy 	<p>Performance Indicator:</p> <ul style="list-style-type: none"> ▪ Advise provided about the level of risk for annual investment strategy
<p>Responsibility 3.4: Ensure that assets are maintained and kept in a safe and working order.</p>	<p>Delegated Responsibility:</p>	<p>Delegated Responsibility:</p> <ul style="list-style-type: none"> ▪ Ensure that annual review of assets is undertaken and included in the Annual Budget ▪ Ensure that any capital items are purchased in accordance with Finance Policy and Procedures ▪ Replace or acquire unbudgeted capital items essential

Board	Executive	Chief Executive Officer
		<p>to maintain effective operations up to the value of \$30,000 for any item and in total for the budget year</p> <ul style="list-style-type: none"> ▪ Ensure that the Finance Administrator maintains a comprehensive Asset Register with depreciation schedule and appropriate insurance cover is taken for any new purchase.
<p>Performance Indicator:</p> <ul style="list-style-type: none"> ▪ Capital expenditure approved in Annual Budget ▪ Purchase of a capital item or total capital expenditure exceeding \$30,000 outside the approved Annual Budget approved 	<p>Performance Indicator:</p>	<p>Performance Indicator:</p> <ul style="list-style-type: none"> ▪ Comprehensive Asset Register with depreciation schedule maintained ▪ Purchase of budgeted capital items or an unbudgeted capital item/ total unbudgeted items not exceeding \$30,000 approved

4. Workforce

Board	Executive	Chief Executive Officer
<p>Responsibility 4.1: Establishing the framework for human resource management for the organisation.</p>	<p>Delegated Responsibility:</p> <ul style="list-style-type: none"> ▪ President ensure appropriate protocols are observed in Board members' relationships with staff other than the Chief Executive Officer ▪ Monitor the compliance of HR policies ▪ Deal with diminished performance and termination within delegated authorities ▪ Approve appointment of consultants where no selection process undertaken and estimated cost is greater than \$30,000; or where the cost is outside the budget or the work is outside the operational plan 	<p>Delegated Responsibility:</p> <ul style="list-style-type: none"> ▪ Ensure compliance with HR Policies and Procedures ▪ Establish salary levels for all employees and approve any changes to these levels, within the industrial agreements set by the Board ▪ Appoint all employees for staff positions under Level 8, and staff position Level 8 and above whose contracts are 12 months and below. ▪ At the discretion of the Chief Executive Officer seek Board support and supervision in the appointment of Senior Staff at Level 8 whose contracts are longer than 12 months. ▪ Seek Board support and supervision in the appointment of Senior Managers (above Level 8) whose contracts are longer than 12 months. ▪ Appoint all consultancy staff that is within the Annual Operational Plan where an appropriate selection process has been undertaken in accordance with the relevant policy ▪ Seek support and endorsement of appointment of any consultancy staff outside of the operational plan and/or budget, or where the estimated cost is above \$30,000 and no selection process was undertaken. ▪ Develop and implement processes for support, induction, supervision, training and performance appraisal of all other employees, in accordance with HR Policies.
<p>Performance Indicator:</p> <ul style="list-style-type: none"> ▪ Industrial agreements approved ▪ Compliance of HR Policies monitored and take action when required ▪ Staffing structure reviewed as part of the Annual Planning/Budget Process, identifying, review and resolving potential industrial issues ▪ Consultants to perform specific Board tasks within approved budget, appointed 	<p>Performance Indicator:</p> <ul style="list-style-type: none"> ▪ HR policy non-compliance issues to Board, reported ▪ Annual Staff Satisfaction Survey conducted ▪ Board notified of 3rd step of dismissal process and summary dismissal undertaken 	<p>Performance Indicator:</p> <ul style="list-style-type: none"> ▪ Board advised when HR Polices are out-of-date ▪ Reports provided to Executive on the non-compliance with all elements of HR polices ▪ Executive notified of 2nd written warning given in a dismissal process for any employee ▪ Prior endorsement from Executive sought before 3rd step in dismissal process (written termination)and summary dismissal for any employee ▪ Reports provided on all consultancy appointments.

Board	Executive	Chief Executive Officer
<p>Responsibility 4.2: Ensure that performance appraisal systems are implemented and reported on as required.</p>	<p>Delegated Responsibility:</p> <ul style="list-style-type: none"> ▪ Provide support and supervision to Chief Executive Officer, via processes determined by the Board ▪ Appraise Chief Executive Officer against performance criteria as agreed by the Board 	<p>Delegated Responsibility:</p>
<p>Performance Indicator:</p> <ul style="list-style-type: none"> ▪ Processes for support, supervision and performance appraisal of Chief Executive Officer determined and delegated to Executive ▪ Annual Chief Executive Officer Performance Appraisal received and accepted 	<p>Performance Indicator:</p> <ul style="list-style-type: none"> ▪ Chief Executive Officer's Annual Performance Appraisal Report provided 	<p>Performance Indicator:</p>
<p>Responsibility 4.3: Participate in/support the recruitment of hiring of Senior Managers (above Level 8) who are taking up positions of longer than 12 months. At the discretion of the Chief Executive Officer participate in/support the recruitment and hiring of senior staff of the organisation at Level 8 who are taking up positions of longer than 12 months.</p>	<p>Delegated Responsibility:</p>	<p>Delegated Responsibility:</p> <ul style="list-style-type: none"> ▪ Appoint all Senior Staff (Level 8 and above) whose contracts are longer than twelve months. ▪ Invite Board members to participate in the recruitment and hiring of Senior Managers. ▪ At the discretion of the Chief Executive Officer invite Board members to participate in the recruitment and hiring of Senior Staff at Level 8.
<p>Performance Indicator:</p> <ul style="list-style-type: none"> ▪ Support and supervision provided in the appointment of Senior Managers (above Level 8) whose contracts are longer than twelve months. ▪ Support and supervision provided in the appointment of Senior Staff at Level 8 whose contracts are longer than twelve months when requested by the Chief Executive Officer. 	<p>Performance Indicator:</p>	<p>Performance Indicator:</p> <ul style="list-style-type: none"> ▪ Board members participated in the appointment of Senior Managers (above Level 8) whose contracts are longer than twelve months. ▪ Board members participated in the appointment of Senior Staff at Level 8 whose contracts are longer than twelve months when requested by the Chief Executive Officer.
<p>Responsibility 4.4: Taking a proactive approach to staff development</p>	<p>Delegated Responsibility:</p> <ul style="list-style-type: none"> ▪ Seek feedback about staff satisfaction with staff development in Annual Staff Satisfaction Survey 	<p>Delegated Responsibility:</p> <ul style="list-style-type: none"> ▪ Implement a proactive approach to staff development through Management and Operations Policies, budget and performance review and development practices.

Board	Executive	Chief Executive Officer
<p>Performance Indicator:</p> <ul style="list-style-type: none"> ▪ Monitor level of staff satisfaction with staff development via Annual Staff Satisfaction Report ▪ Accept Annual Report on staff development 	<p>Performance Indicator:</p> <ul style="list-style-type: none"> ▪ Report on level of staff satisfaction with staff development approach in Annual Staff Satisfaction Report (see Responsibility 4.1) 	<p>Performance Indicator:</p> <ul style="list-style-type: none"> ▪ Report annually on implementation of staff development approach

5. Meeting legal obligations under the Associations Incorporation Act

Board	Executive	Chief Executive Officer
Responsibility 5.1: Ensuring that the association maintains a registered office where a document can be served personally (thus it cannot be a post office box) (Section 17).	Delegated Responsibility:	Delegated Responsibility:
Performance Indicator:	Performance Indicator:	Performance Indicator:
Responsibility 5.2: Ensuring that the association complies with its rules about calling and holding general meetings of members (section 57).	Delegated Responsibility: <ul style="list-style-type: none"> ▪ Oversee the organisation of the AGM 	Delegated Responsibility: <ul style="list-style-type: none"> ▪ Assist the Executive in organising the AGM
Performance Indicator: <ul style="list-style-type: none"> ▪ Annual General Meeting conducted in accordance with Incorporation Associations Act ▪ Any other general meeting conducted in accordance with Incorporation Associations Act 	Performance Indicator: <ul style="list-style-type: none"> ▪ Annual General Meeting conducted in accordance with Incorporation Associations Act ▪ Compliance obligations of Incorporation Associations Act requirements met 	Performance Indicator:
Responsibility 5.3: Ensuring that the organisation prepares its financial statements within six months of the close of the financial year or more frequently if the rules of the association so provide (section 59).	Delegated Responsibility: <ul style="list-style-type: none"> ▪ Treasurer Involves themselves in the Auditing process 	Delegated Responsibility:
Performance Indicator: <ul style="list-style-type: none"> ▪ Independent Auditor's Annual Report accepted prior to AGM 	Performance Indicator: <ul style="list-style-type: none"> ▪ Treasurer spoke personally to the Auditor during the Audit process before presenting Audited reports to Board 	Performance Indicator:
Responsibility 5.4: Arranging for the financial statements to be audited and to be audited by a completely independent person (section 59).	Delegated Responsibility:	Delegated Responsibility:
Performance Indicator: <ul style="list-style-type: none"> ▪ Independent Auditor appointed at AGM ▪ Independent Auditor's report presented and adopted at AGM 	Performance Indicator:	Performance Indicator:
Responsibility 5.5: Compiling with the directions of the Office of Fair Trading regarding publication of the Annual Financial Statements.	Delegated Responsibility:	Delegated Responsibility:
Performance Indicator:	Performance Indicator: <ul style="list-style-type: none"> ▪ Compliance obligations of Incorporation 	Performance Indicator:

Board	Executive	Chief Executive Officer
	Associations Act requirements met	
Responsibility 5.6: Ensuring that a secretary is elected or appointed (section 65).	Delegated Responsibility:	Delegated Responsibility:
Performance Indicator: <ul style="list-style-type: none"> ▪ See performance indicator in Responsibility 2.5 	Performance Indicator:	Performance Indicator:
Responsibility 5.7: Not leaving the position of secretary vacant for more than one month (section 65).	Delegated Responsibility:	Delegated Responsibility:
Performance Indicator:	Performance Indicator:	Performance Indicator:
Responsibility 5.8: Ensuring the secretary resides in Queensland or not more than 65 kilometres from its border (section 66).	Delegated Responsibility:	Delegated Responsibility:
Performance Indicator:	Performance Indicator:	Performance Indicator:
Responsibility 5.9: Notifying any change in secretary to the Office of Fair Trading within 1 month (section 68).	Delegated Responsibility:	Delegated Responsibility:
Performance Indicator:	Performance Indicator:	Performance Indicator:
Responsibility 5.10: Ensuring that the association holds public liability insurance (section 70).	Delegated Responsibility:	Delegated Responsibility:
Performance Indicator: <ul style="list-style-type: none"> ▪ See Responsibility 3.1 performance indicators (Annual Insurance Coverage determined and Annual Compliance Schedule) 	Performance Indicator:	Performance Indicator:

6. Continuous quality improvement in the organisation

Board	Executive	Chief Executive Officer
<p>Responsibility 6.1: Ensuring evaluation and risk assessment and management processes are developed, documented and implemented for the organisation's activities.</p>	<p>Delegated Responsibility:</p> <ul style="list-style-type: none"> ▪ Critique Chief Executive Officer's Summary Report 	<p>Delegated Responsibility:</p> <ul style="list-style-type: none"> ▪ Ensure risk assessments are conducted when required ▪ Conduct regular Review of Risk as part of the organisations quality accreditation process including an audit of compliance with major legislative requirements ▪ Oversee the implementation of specific evaluations of QCOSS' activities as determined by funding agreements and Annual priorities
<p>Performance Indicator:</p> <ul style="list-style-type: none"> ▪ Approve Summary Report of Annual Review of Risk Management ▪ Approve Annual Checklist of all evaluations undertaken ▪ Receive evaluation findings and ensure they are available for Annual planning processes 	<p>Performance Indicator:</p> <ul style="list-style-type: none"> ▪ Recommendations to Board made 	<p>Performance Indicator:</p> <ul style="list-style-type: none"> ▪ Summary report provided on the outcomes of the Annual Review of Risk Management to Executive ▪ Checklist of evaluations conducted throughout the year provided to Board. ▪ Evaluation findings are available to Board, funding bodies, staff, management and key stakeholders
<p>Responsibility 6.2: Ensuring a culture of critical reflection and continuous quality improvement across both staff and the Board.</p>	<p>Delegated Responsibility:</p>	<p>Delegated Responsibility:</p> <ul style="list-style-type: none"> ▪ Implement critical reflection and continuous improvements processes throughout the whole organisation
<p>Performance Indicator:</p> <ul style="list-style-type: none"> ▪ Learnings and suggestions to improve QCOSS' performance are received during the annual planning process and at other relevant times 	<p>Performance Indicator:</p>	<p>Performance Indicator:</p> <ul style="list-style-type: none"> ▪ Evidence is provided of processes used by staff in the organisation ▪ Advise of key learnings and operational changes implemented via Bi-monthly Chief Executive Officer's Report.
<p>Responsibility 6.3: Ensuring a proactive approach to the development of access to an appropriate suite of governance skills for the Board either through co-option of external expertise or opportunities for members to develop the required skills.</p>	<p>Delegated Responsibility:</p> <ul style="list-style-type: none"> ▪ Chairperson of Board meetings facilitate a meeting evaluation as the last agenda item at each Board meeting where possible. ▪ Coordinate annual Board performance evaluation 	<p>Delegated Responsibility:</p>
<p>Performance Indicator:</p> <ul style="list-style-type: none"> ▪ Board members receive information and training about new developments and practices in 	<p>Performance Indicator:</p> <ul style="list-style-type: none"> ▪ Annual Board member performance evaluation designed, distributed and 	<p>Performance Indicator:</p>

Board	Executive	Chief Executive Officer
<p>governance eg guest speakers, attendance at conferences, information</p> <ul style="list-style-type: none"> ▪ Findings of annual Board member assessment accepted and changes to Board practices decided and implemented. 	<p>collated</p>	

3.4 Board Annual Monitoring and Compliance Agenda Calendar (2011/2012) - in accordance with Board Responsibilities and Delegations to Executive and Board

Key:

M means monitoring C means compliance

B means Board T means Treasurer Aud means Auditor

D means Chief Executive Officer FA means Financial Administrator

X means both Board and Chief Executive Officer. Chief Executive Officer is responsible to ensure the Board has what it requires making its decisions.

Tasks – Leadership and Representation	M/C	Jul	Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	Jun
Approve Strategic Plan every 3 years	M												
Determine Annual Priorities	M							X					
Approve Annual Operational Plan	M							X					
Adjust and finalise approval of Annual Budgets	M												X
Delegate spokesperson responsibility to President, Chief Executive Officer or other spokesperson annually	M							B					
Publish Annual Priorities to membership and other relevant stakeholders	M							X					
Prepare for external auditors	C	FA/ T	FA/T	Aud									
Accept external auditors report prior to AGM	C			B									
Provide Annual Report to membership	C					X							
Accept Chief Executive Officer's Report – Achievement of Performance Indicators of Annual Operational Plan and make changes as required	M	X		X		X		X		X		X	
Conduct and review the Annual Membership Satisfaction survey and consider changes to QCOSS practice	M		X										

Tasks – Effective governance	M/C	Jul	Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	Jun
Induction provided for new Board members after the annual AGM	M							X					
All Board members have signed QCOSS Board Members Role and Code of Conduct and Statements of Disclosure after the AGM	M						X						
Summary of Board Members' Statements of Disclosure	M							X					

Tasks – Financial and asset management	M/C	Jul	Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	Jun
Ratify the Annual Budget (see Leadership and Representation section)													
Establish investment strategy and define the level of risk of investment strategy annually and decisions about the application of any anticipated surplus.	M	X											
Adopt monthly financial reports in comparison to Annual Budgets	C	B		B		B		B		B		B	
Note new grants within the scope of the Approved Annual Operational Plan (as required)													
Approve projects that fall outside of approved Annual Operational Plan (as required)													
Approve capital expenditure in Annual Budget												X	
Approve the purchase of a capital item or total capital expenditure exceeding \$30,000 outside the approved Annual Budget (as required)													

Tasks – Workforce	M/C	Jul	Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	Jun
Approve industrial agreements (as required) expected June 2012	C												B
Monitor compliance of HR policies and take action when required (see Effective Governance section for two-yearly audit)	M												
Staffing structure reviewed as part of the Annual Planning/Budget Process, identifying, review and resolving potential industrial issues	M											X	
Determine process for support, supervision and performance appraisal of Chief Executive Officer and delegate to Executive	M							X					
Approve the appointment of consultancy staff outside of the Annual Operational Plan and/or exceeding \$15,000 budget allocation (as required)	M												
Appoint consultants to perform specific Board tasks within approved budgets (as required)	M												
Executive undertake Annual Staff Satisfaction Survey	M			X									
Board accept Annual Staff Satisfaction Survey	M					X							

